

M99000000348

Document Number Only

CT Corporation System

Requestor's Name
660 East Jefferson Street

Address
Tallahassee, FL 32310 222-1092

City State Zip Phone

400002792004--6
-03/02/99--01039--025
****337.50 ****337.50

CORPORATION(S) NAME

75 Acres, LLC

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAR -2 PM 1:13

- Profit
- NonProfit
- Foreign
- Limited Partnership
- Reinstatement
- Fictitious Name
- Certified Copy
- Call When Ready
- Walk In
- Mail Out
- Amendment
- Annual Report
- Name Registration
- UCC-1 Financing Statement
- Photo Copies
- Call if Problem
- Will Wait
- Merger
- Limited Liability Company
- Other
- Change of R.A.
- UCC-3 Filing
- CUS
- After 4:30
- Pick Up

Name
Availability
Document Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

Please Return Extra Copies
File Stamped.

Thank You!!

Hope

3/2

BK

~~13/8~~

3/2/99

RECEIVED
99 MAR -2 AM 11:17



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

SECRETARY OF STATE
DIVISION OF CORPORATIONS
REC'D
99 MAR 11 AM 11:23
DIVISION OF CORPORATIONS

March 2, 1999

C T CORPORATION SYSTEM

TALLAHASSEE, FL

SUBJECT: 75 ACRES, LLC
Ref. Number: W99000005076

We have received your document for 75 ACRES, LLC and your check(s) totaling \$337.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please note that we are RETAINING your \$337.50 payment.

The name of this company -- 75 ACRES, LLC -- would normally not be available because it would be in conflict with the name of the Florida corporation -- 75 ACRE, INC.

We note that your filing includes a letter from 75 ACRE, INC. stating that the corporation consents to the use of the name "75 ACRES" by the limited liability company.

However, one entity cannot just consent to let another entity use its name. The only way the limited liability company can use the name "75 ACRES, LLC" would be if they can demonstrate that there is some kind of relationship between the two entities.

The relationship usually has to be that either the corporation or some officer of the corporation is also a MEMBER of the limited liability company. Or perhaps, the corporation intends to MERGER into the limited liability company in the near future. Or perhaps, the limited liability company intends to buy the corporation.

If there is some relationship between the corporation and the LLC, please indicate this in a letter (FAX would be fine.) If there actually is no relationship of any kind, then the LLC will have to adopt an alternate name for doing business in Florida.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6914.

ATTN: Buck
Please
backdate
Hoge

Buck Kohr
Corporate Specialist

Letter Number: 099A00009507

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAR -2 PM 1:13

02/27/1999 23:51 3054619232

ROSALT, INC.

PAGE 02

Mar-01-99 15:41 From-

T-114 P 02/02

FILED SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAR -2 PM 1:13

75 Acre, Inc.
1401 Ponce De Leon Blvd., PH-1
Coral Gables, FL 33134

March 1, 1999

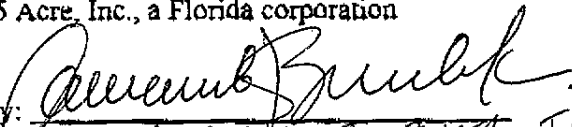
Florida Department of State
Secretary of State's Office
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

Dear Sir or Madam:

The undersigned does hereby consent to the use of the name "75 Acres" by "75 Acres LLC".

Very truly yours,

75 Acre, Inc., a Florida corporation

By: 
Print Name: ARMANDO J. OVIEDO JR.
Print Title: REGISTERED AGENT

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

FILED STATE
DIVISION OF CORPORATIONS
9 MAR - 2 PM 1:13

IN COMPLIANCE WITH SECTION 608.508, FLORIDA STATUTES THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACTION BUSINESS IN THE STATE OF FLORIDA:

1. 75 Acres LLC
(Name of foreign limited liability company must end with the words "limited company" or their abbreviation "L.C." if not so contained in the name at present.)

2. Delaware
(Jurisdiction under the law of which foreign limited liability company is organized)

3. Applied For
(FEI number, if applicable)

4. February 23, 1999
(Date of Organization)

5. Perpetual
(Duration: Year limited liability company will cease to exist or "perpetual")

6. February 23, 1999
(Date first transacted business in Florida. (See sections 608.501, 608.502 and 817.155, F.S.)

7. 3399 Ponce de Leon Blvd., Suite 202,
Coral Gables, FL 33134
(Street address of principal office)

8. List name, title, and business address of each managing member [MGRM] or manager [MGR] who will manage the foreign limited liability company in Florida: (attach additional page if necessary)

NAME & ADDRESS	TITLE:	NAME & ADDRESS:	TITLE:
<u>Hans Baumberger</u>	<u>MGR</u>	_____	_____
<u>3399 Ponce de Leon Blvd.</u>	_____	_____	_____
<u>Suite 202</u>	_____	_____	_____
<u>Coral Gables, FL 33134</u>	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____

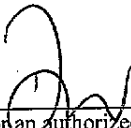
9. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the Secretary of State or the proper official having custody of records in the state under the law of which it is originated. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN LIMITED LIABILITY COMPANY

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
99 MAR -2 PM 1:13

The undersigned member or authorized representative of a member of 75 Acres LLC certifies:

- 1) the above named liability company has at least one member;
- 2) the total amount of cash contributed by the member(s) is \$5,000,000
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ 0
(A description of the property is attached and made a part hereto.)
and
- 4) the total amount of cash and property contributed and anticipated to be contributed by member(s) is \$5,000,000
(This total included amounts from 2 and 3 above.)



Signature of a member or an authorized representative of a member.
(In accordance with section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Hans Baumberger, President, Zur, Inc.,
general partner of Barsa Group, Ltd.,
a member in 75 Acres LLC
typed or printed name of signee

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAR - 2 11 13

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATES OF FLORIDA.

1. The name of the Limited Liability Company is:

75 Acres LLC

2. The name and the Florida street address of the registered agent and office are:

CT Corporation System
(Name)

1200 South Pine Island Road
Florida street address (P.O. Box NOT ACCEPTABLE)

Plantation, FL 33324
City/State/Zip

Connie Bryan,
CONNIE BRYAN
SPECIAL ASSISTANT SECRETARY

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

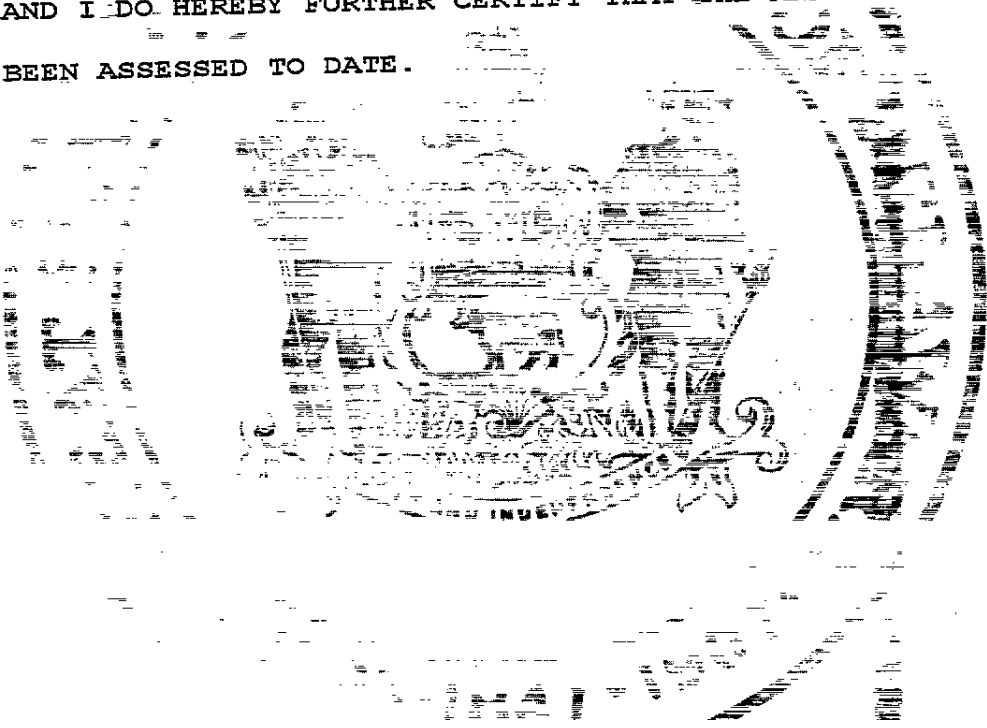
State of Delaware
Office of the Secretary of State

PAGE

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAR -2 PM 1:13

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "75 ACRES LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-THIRD DAY OF FEBRUARY, A.D. 1999.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.



Edward J. Freel

Edward J. Freel, Secretary of State

3008269 8300

991069989

AUTHENTICATION:

9592038

DATE:

02-23-99