



MOI000001379

ACCOUNT NO. : 072100000032

REFERENCE : 190149 7147753

AUTHORIZATION :

COST LIMIT : \$ ~~70.00~~

Patricia Lytle
12510

01 JUN 19 PM 3:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

ORDER DATE : June 18, 2001

ORDER TIME : 2:28 PM

ORDER NO. : 190149-005

CUSTOMER NO: 7147753

400004430904--1

CUSTOMER: Jill Nadborny, Esq
Jill S. Nadborny, Esq.
22 Donellan Road

Scarsdale, NY 10583-2008

FOREIGN FILINGS

NAME: SUMMERWIND APARTMENTS LLC

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

01 JUN 19 PM 3:15
RECEIVED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

MOI-1379
OL

CONTACT PERSON: Deborah Schroder -- EXT# 1118

EXAMINER: _____

State of Delaware
Office of the Secretary of State

PAGE 1

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SUMMERWIND APARTMENTS 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 EIGHTEENTH DAY OF JUNE, A.D. 2001.

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



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3402780 8300

010291671

AUTHENTICATION: 1195030

DATE: 06-18-01

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

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
01 JUN 19 PM 3:55

- 1. Summerwind Apartments LLC
(Name of foreign limited liability company)
- 2. Delaware
(Jurisdiction under the law of which foreign limited liability company is organized)
- 3. Applied For
(FEI number, if applicable)
- 4. June 12, 2001
(Date of Organization)
- 5. Perpetual
(Duration: Year limited liability company will exist or "perpetual")
- 6. Upon authorization to transact business in Florida.
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
- 7. c/o The Praedium Group, LLC, 277 Park Avenue, 21st Floor,
New York, New York 10172
(Street address of principal office)

8. If limited liability company is a manager-managed company, check here

9. The name and usual business addresses of the managing members or managers are as follows:
The sole Managing Member is: The Praedium Performance Fund IV, L.P.,
277 Park Avenue, 21st Floor, New York, New York 10172

10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (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.)

11. Nature of business or purposes to be conducted or promoted in Florida: Direct or indirect
ownership of and/or investment in real estate.

[Signature]
Signature of a member or an authorized representative of a member.
(In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)
Frank P. Patafio, Vice President of the General*

Typed or printed name of signee
*Partner of Applicant's sole Managing Member

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

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 STATE OF FLORIDA.

91 JUN 19 PM 3:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

1. The name of the Limited Liability Company is:

Summerwind Apartments LLC

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

Corporation Service Company

(Name)

1201 Hays Street

Florida street address (P.O. Box NOT ACCEPTABLE)

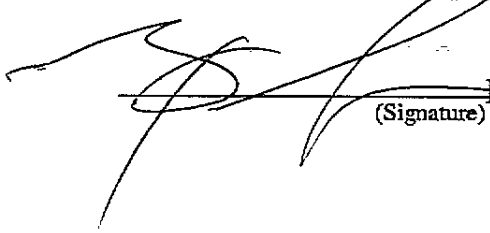
Tallahassee

FL

32301

City/State/Zip

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 as provided for in Chapter 608, F.S..



BRIAN COURTNEY, ASST. V.P.

(Signature)

- \$ 100.00 Filing Fee for Application
- \$ 25.00 Designation of Registered Agent
- \$ 30.00 Certified Copy (optional)
- \$ 5.00 Certificate of Status (optional)