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Broad and Cassel->

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Division of Corporations

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FOREIGN LIMITED LIABILITY COMPANY

SHADOW LAKE DEVELOPMENT LLC

Certificate of Status	1
Certified Copy	1
Page Count	035
Estimated Charge	\$160.00

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Fax Audit #: H05000009967 3**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:

1. SHADOW LAKE DEVELOPMENT 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. December 22, 2004  
(Date of Organization)
5. Perpetual  
(Duration: Year limited liability company will cease to exist or "perpetual")
6. January 7, 2005  
(Date first transacted business in Florida. (See Sections 608.501, 608.502, and 617.155, F.S.))
7. 12785 W. Forest Hill Boulevard, Suite 1307  
Wellington, Florida 33414  
(Street address of principal office)

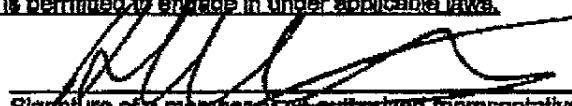
8. If limited liability company is a manager-managed company, check here X

9. The name and usual business addresses of the managing members or managers are as follows:

First Bainbridge Development LLC  
12785 W. Forest Hill Boulevard, Suite 1307  
Wellington, Florida 33414

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: Any business which a limited liability company is permitted to engage in under applicable laws.

  
Signature of a member or an authorized representative of a member.  
(In accordance with section 608.406(3), F.S., the execution of this document constitutes affirmation under the penalties of perjury that the facts stated herein are true.)

Richard A. Schechter as Manager of Bainbridge Maitland Development LLC,  
as Managing Member of First Bainbridge Development LLC,  
as the Manager of Shadow Lake Development LLC  
Typed or printed name of signee

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Fax Audit #: H05000009967 3**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.

1. The name of the limited liability company is:

Shadow Lake Development LLC

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

Richard A. Schachter  
(Name)12785 W. Forest Hill Boulevard, Suite 1307Florida street address (P.O. Box NOT acceptable)Wellington, Florida 33414

(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.

  
Richard A. Schachter2005 JAN 13 AM 10:42  
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# Delaware

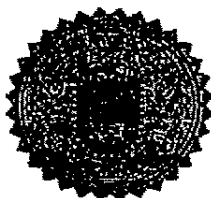
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*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SHADOW LAKE DEVELOPMENT 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 FOURTH DAY OF JANUARY, A.D. 2005.

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

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*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3595525

DATE: 01-04-05