

Division of Corporations

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Florida Department of State
Division of Corporations
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To:

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Fax Number : (850) 205-0383

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Account Name : BROAD AND CASSEL (ORLANDO)
Account Number : I19980000090
Phone : (407) 839-4200
Fax Number : (407) 839-4264

FLORIDA/FOREIGN LP/LLP

Fountains at Falkenburg, L.L.L.P.

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FROM PHOENIX LAW PARTNERS

(SAT) MAR 3 2007 11:30/ST. 11:28/No. 6660277803 P 5

(((H07000057098 3)))

CAY CLUB PROPERTIES LLC
Membership Listing

The Initial Manager(s) of the Company is/are:

F. Dave Clark

Dave W. Schwarz

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**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**



390 NORTH ORANGE AVENUE
SUITE 1400
ORLANDO, FLORIDA 32801
P.O. Box 4961 (32802-4961)
TELEPHONE: 407.839.4200
FACSIMILE: 407.425.8377
www.broadandcassel.com

TELECOPIER TRANSMITTAL

DATE: Monday, March 05, 2007 11:35:32 AM
TO: Division of Corporations (Atten: Tammi Cline)
ADDRESS: Secretary of State - Florida
TELECOPIER PHONE NO.: 1-850-205-0383
CONFIRMATION PHONE NO.:
FROM: Mary Ellen Carmack
TOTAL NUMBER OF PAGES: 04 (including cover)
CLIENT AND MATTER: 12908-0118

MESSAGE:

Tammi:

I just faxed the GP information (Fax Audit #H07000054607 3). Please file Fountains at Falkenburg I Mangers, L.L.C. before filing H07000056815 3).

Thanks,

Mary Ellen Carmack
407-481-5210

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**CERTIFICATE OF LIMITED LIABILITY LIMITED PARTNERSHIP
OF
FOUNTAINS AT FALKENBURG, L.L.L.P.**

Pursuant to the authority of Section 620.1201, Florida Statutes, the undersigned, constituting the sole general partner of FOUNTAINS AT FALKENBURG, L.L.L.P. (the "Partnership"), hereby submits the following in connection with the formation of the Partnership:

1. The name of the Partnership shall be FOUNTAINS AT FALKENBURG, L.L.L.P. (the "Partnership").
2. The address of the initial office where records shall be kept shall be 329 N. Park Avenue, Suite 300, Winter Park, Florida 32789. The name and address of the initial registered agent for service of process is B&C Corporate Services of Central Florida, Inc., 390 North Orange Avenue, Suite 1400, Orlando, Florida 32801.
3. The names and initial business address of the General Partner is:

FOUNTAINS AT FALKENBURG I MANAGERS, L.L.C., a Florida limited liability company
329 N. Park Avenue, Suite 300
Winter Park, Florida 32789
4. The initial mailing address of the limited partnership is P.O. Box 4961, Orlando, Florida 32802-4961.
5. The latest date upon which the Partnership is to dissolve shall be December 31, 2067.
6. The Partnership is a limited liability limited partnership.

This Certificate has been executed by the undersigned as of the 28th day of February, 2007.

GENERAL PARTNER:

**FOUNTAINS AT FALKENBURG I
MANAGERS, L.L.C., a Florida limited liability
company**

By: _____

Paul M. Missigman, Manager

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ACKNOWLEDGEMENT OF REGISTERED AGENT

Having been designated as the Registered Agent for FOUNTAINS AT FALKENBURG, L.L.P., the undersigned hereby accepts the designation and agrees to act as the Registered Agent of said limited liability limited partnership and states that it is familiar with and accepts its statutory obligations as such.

**B&C CORPORATE SERVICES OF CENTRAL
FLORIDA, INC.**, a Florida corporation

By: Gloria E. Greiner

Vice President

Dated this 28th day of February, 2007.

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