

Document Number 01

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CT Corporation System  
660 East Jefferson Street  
Tallahassee, FL 32301  
Tel 850 222 1092  
Fax 850 222 7615  
Attn: Jeff Netherton

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-12/14/00--01074--004  
\*\*\*1846.25 \*\*\*1846.25

CORPORATION(S) NAME

UrbanAmerica, L.P.

<input type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input type="checkbox"/> Merger
<input type="checkbox"/> Nonprofit		
<input checked="" type="checkbox"/> Foreign	<input type="checkbox"/> Dissolution/Withdrawal	<input type="checkbox"/> Mark
	<input type="checkbox"/> Reinstatement	
<input checked="" type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> LLC	<input type="checkbox"/> Name Registration	<input type="checkbox"/> Change of RA
	<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> UCC
<input checked="" type="checkbox"/> Certified Copy	<input type="checkbox"/> Photocopies	<input checked="" type="checkbox"/> CUS
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem	<input type="checkbox"/> After 4:30
<input checked="" type="checkbox"/> Walk In	<input type="checkbox"/> Will Wait	<input checked="" type="checkbox"/> Pick Up
<input type="checkbox"/> Mail Out		

Name \_\_\_\_\_  
Availability \_\_\_\_\_  
Document \_\_\_\_\_  
Examiner \_\_\_\_\_  
Updater \_\_\_\_\_  
Verifier \_\_\_\_\_  
Acknowledgement \_\_\_\_\_  
W.P. Verifier \_\_\_\_\_

12/14/00

Order#:

Ref#:

Amount:\$

LP-1785.00

CERT

61.25

File Second

12/17

FILED  
DEC 14 PM 4:02  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Florida Department of State, Sandra B. Mortham, Secretary of State

**APPLICATION BY FOREIGN LIMITED PARTNERSHIP FOR  
AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**

1. URBANAMERICA, L.P.  
(Name of limited partnership as it is in the home state)
2. \_\_\_\_\_  
(If name is unavailable, name under which the limited partnership proposes to register or transact business in Florida; must contain the word "LIMITED" or "LTD.")
3. Delaware 4. September 1, 1998  
(State of Formation) (Date of Formation)
5. C T Corporation System  
(Name of Registered Agent for Service of Process)
6. c/o C T Corporation System, 1200 South Pine Island Road  
(Street Address of Registered Office)
- Plantation \_\_\_\_\_, Florida 33324  
(City) (Zip Code)
7. Acceptance by the Registered Agent for Service of Process:  
C T Corporation System  
Carmen Bryan  
(Agent must sign on this line)
8. 30 Broad Street, 31st Floor  
New York, NY 10004  
(Address of registered office required in state of formation or, if not required, address of principal office.)
9. NAMES OF GENERAL PARTNERS STREET ADDRESS
- |                |                     |   |
|----------------|---------------------|---|
| <u>UA, LLC</u> | <u>MO0000007568</u> | <u>30 Broad Street, 31st Flr., NY, NY 10004</u> |
|                |                     |   |
|                |                     |   |
10. UrbanAmerica, L.P., 30 Broad Street, 31st Flr., New York, NY 10004  
(Office where Names, Addresses and Contributions of Limited Partners are kept.)
11. The limited partnership will undertake to keep the records listing the addresses and capital contributions of the limited partner or limited partners until the limited partnership's registration in Florida is canceled or withdrawn.

CONTINUED

12. 30 Broad Street, 31st Floor

New York, NY 10004

(Mailing Address of Limited Partnership)

Under penalties of perjury I, being duly sworn, declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

This 11<sup>th</sup> day of December, 2000

By: UA, LLC, its general partner

By: UCP-UA, LLC, its Managing Member  
General Partner

STATE OF NEW YORK

COUNTY OF NEW YORK

On this 11<sup>th</sup> day of December, 2000

John O. Utendahl personally appeared before me,

☒ who is personally known to me

☐ whose identity I proved on the basis of \_\_\_\_\_

(Notary Public Signature)

(Notary's Printed Name)

Seal

My Commission Expires:

**FRED H. FALLIK**  
Notary Public, State of New York  
No. 4681325  
Qualified in Nassau County  
Commission Expires December 31, 2002

**AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR FOREIGN LIMITED PARTNERSHIP**

BEFORE ME the undersigned personally appeared John O. Utendahl, President of UCP-UA, LLC, a general partner of UA, LLC, a general partner of UrbanAmerica, L.P., a (an) Delaware limited partnership, hereinafter referred to as the "Partnership", who certifies as follows:

1. The amount of capital contributions of the limited partners is \$56,000,000.
2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes transacting business in Florida is \$ 56,000,000.

*Under the penalties of perjury I, being duly sworn, declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.*

This 11<sup>th</sup> day of December, XX09 2000.

By: UA, LLC, general partner

By: UCP-UA, LLC, managing member

X

[Signature]  
General Partner

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NO DEC 14 PM 4:02  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

STATE OF New York

COUNTY OF New York

On this 11<sup>th</sup> day of December, XX09 2000.

John O. Utendahl, personally appeared before me,

☒ who is personally known to me

☐ whose identity I proved on the basis of \_\_\_\_\_

[Signature]  
(Notary Public Signature)

(Notary's Printed Name)

**FRED H. FALLIK**  
Notary Public, State of New York  
No. 4681325  
Qualified in Nassau County  
Commission Expires December 31, 2010

Seal

My Commission Expires: