

Nov. 14. 2001 6:48PM

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Florida Department of State
Division of Corporations
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To: Division of Corporations
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Account Number : 076103002011
Phone : (305) 577-4177
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AL

FOREIGN LIMITED PARTNERSHIP

Lakes Edge Partners, L.P.

Certificate of Status	1
Certified Copy	1
Page Count	02
Estimated Charge	\$267.75

FAX AUDIT NUMBER: H01000114400 4

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

In compliance with Section 620.169, Florida Statutes, the following is submitted to register a foreign limited partnership to transact business in the State of Florida:

1. The name of the limited partnership is: **Lakes Edge Partners, L.P.**
2. The limited partnership was incorporated under the laws of the State of Delaware on **August 11, 1994.**
3. The principal address and mailing address of the limited partnership is:

One Odell Plaza
Yonkers, New York 10701

4. The name and address of the general partner is Lakes Edge Homes Holdings, Inc., a Florida corporation, located at One Odell Plaza, Yonkers, New York 10701.
5. 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of the limited partner or limited partners until the limited partnership's registration in Florida is canceled or withdrawn.
6. The name and address of the registered agent and registered office of the limited partnership in the State of Florida is:

Registered Agents of Florida, LLC
100 SE 2nd Street, Suite 3500
Miami, Florida 33131

7. Having been named as registered agent to accept service of process for the above stated limited partnership at the place designated in this application, 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.

REGISTERED AGENTS OF FLORIDA, LLC

By: Charles J. Rennett
Charles J. Rennett, Vice President

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IN WITNESS WHEREOF, the undersigned general partner has duly executed this application this 14th day of November 2001.

LAKES EDGE HOMES HOLDINGS, INC., a Florida corporation

By: 
Name: Robert MacFarlane
Title: Chief Executive Officer

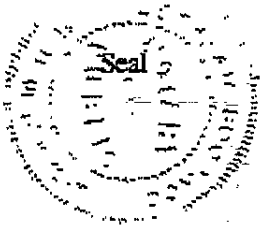
01 NOV 15

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF NEW YORK

COUNTY OF WESTCHESTER

On this 14th day of November 2001, Robert MacFarlane, the Chief Executive Officer of Lakes Edge Homes Holdings, Inc., a Florida corporation, personally appeared before me. Robert MacFarlane is personally known to me or has produced _____ as identification.



Lekhran Boodhoo

Notary Public Signature

Printed Name: LEKHRAM BOODHOO

My Commission Expires: 03-16-02

LEKHRAM BOODHOO
NOTARY PUBLIC, STATE OF NEW YORK
NO. 03-4993375
QUALIFIED IN BRONX COUNTY
COMMISSION EXPIRES MARCH 16, 2002

OFFICIAL SEAL
LEKHRAM BOODHOO
NOTARY PUBLIC
STATE OF NEW YORK
Comm Expires March 16, 2002

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned Lakes Edge Homes Holdings, Inc., a Florida corporation, the general partner of Lakes Edge Partners, L.P., a Delaware limited partnership, hereinafter referred to as the "Partnership, certifies as follows:

1. The amount of capital contributions of the limited partnership is \$24,500.
2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purpose of transacting business in the state of Florida is \$24,500.

Under penalties of perjury the representative of the undersigned, being duly sworn, declares that he has read the foregoing and knows the contents thereof and that the facts stated herein are true and correct.

Dated: This 14th day of November 2001.

LAKES EDGE HOMES HOLDINGS, INC., a Florida corporation

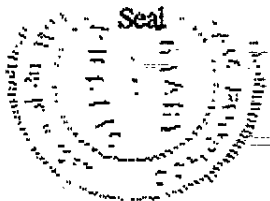
By: 
Name: Robert MacFarlane
Title: Chief Executive Officer

01/NOV/15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF NEW YORK

COUNTY OF WESTCHESTER

On this 14th day of November 2001, Robert MacFarlane, the Chief Executive Officer of Lakes Edge Homes Holdings, Inc., a Florida corporation, personally appeared before me. Robert MacFarlane is personally known to me or has produced _____ as identification.



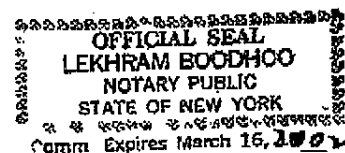


Notary Public Signature

Printed Name: LEKHRAM BOODHOO

My Commission Expires: 03-16-02

LEKHRAM BOODHOO
NOTARY PUBLIC, STATE OF NEW YORK
NO. 03-4598975
QUALIFIED IN BRONX COUNTY
COMMISSION EXPIRES MARCH 16, 2002



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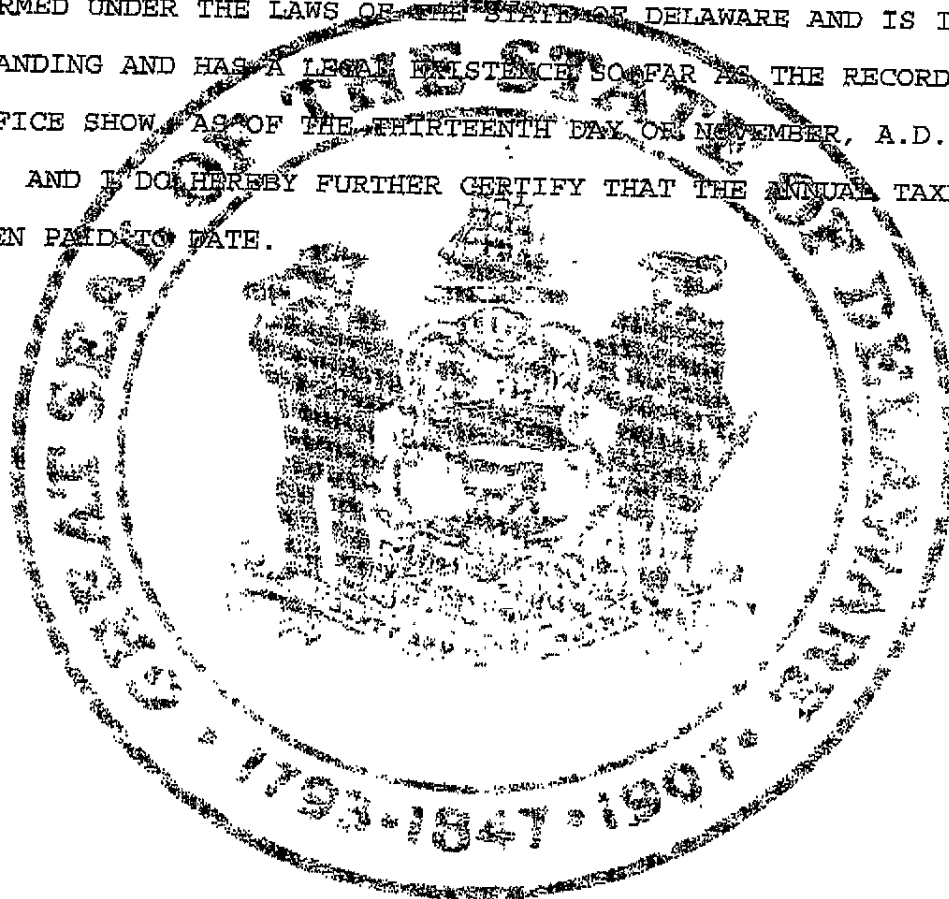
State of Delaware

Office of the Secretary of State

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I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "LAKES EDGE PARTNERS, L.P." 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 THIRTEENTH DAY OF NOVEMBER, A.D. 2001.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE BEEN PAID TO DATE.



SECRETARY OF STATE
TALLAHASSEE, FLORIDA
01 NOV 15



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

2426226 8300

AUTHENTICATION: 1441776

010571668

DATE: 11-13-01

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