



# B02000000097

ACCOUNT NO. : 072100000032

REFERENCE : 490043 4373439

AUTHORIZATION :

COST LIMIT : \$ 140.00

FILED  
02 MAR 25 PM 3:35  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ORDER DATE : March 22, 2002

ORDER TIME : 4:24 PM

ORDER NO. : 490043-025

CUSTOMER NO: 4373439

CUSTOMER: Ms. Felicia Durkin  
Akin, Gump, Strauss, Hauer &  
19th Floor  
590 Madison Avenue  
New York, NY 10022

000005153160--6

FOREIGN FILINGS

NAME: METRA GRAND LAGOON COVE, LP

XXXX QUALIFICATION (TYPE: LP)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

BK

CONTACT PERSON: Norma Hull -- EXT#

EXAMINER: \_\_\_\_\_

RECEIVED  
02 MAR 25 AM 11:27  
DIVISION OF CORPORATION

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

FILED  
02 MAR 25 PM 3:35  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

1. Metra Grand Lagoon Cove, LP  
(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. March 4, 2002  
(State of Formation) (Date of Formation)

5. Corporation Service Company  
(Name of Registered Agent for Service of Process)

6. 1201 Hays Street  
(Street Address of Registered Office)

Tallahassee, Florida 32301  
(City) (Zip Code)

7. Acceptance by the Registered Agent for Service of Process:  
Corporation Service Company  
By: Brian Courtney  
(Agent must sign on this line) Asst. V. Pres.

8. c/o Third Millennium Group, LLC, 7700 Congress Avenue, Suite 3106,  
Boca Raton, Florida 33487

(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>Metra Grand Lagoon Cove GP, LLC</u>	<u>c/o Third Millennium Group, LLC</u> <u>7700 Congress Avenue, Suite 3106</u> <u>Boca Raton, Florida 33487</u>

M02 000000772

c/o Third Millennium Group, LLC  
7700 Congress Avenue, Suite 3106, Boca Raton, Florida 33487

10. \_\_\_\_\_  
(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of the limited partner or limited partners until the limited partnership's registration in Florida is canceled or withdrawn.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. c/o Third Millennium Group, LLC, 7700 Congress Avenue, Suite 3106,

Boca Raton, Florida 33487

(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.

Signed this 28 day of February, 2002

See signature and notary block pages annexed hereto.  
General Partner

STATE OF \_\_\_\_\_

COUNTY OF \_\_\_\_\_

On this \_\_\_\_\_ day of \_\_\_\_\_,

\_\_\_\_\_, 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: \_\_\_\_\_

FILED  
02 MAR 25 PM 3:35  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

BEFORE ME the undersigned personally appeared \_\_\_\_\_,  
a general partner of \_\_\_\_\_, a (an) \_\_\_\_\_  
limited partnership, hereinafter referred to as the "Partnership", who certifies as follows:

1. The amount of capital contributions of the limited partners is \$ 2000.
2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes transacting business in Florida is \$ -0-.

*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.*

Signed this 28 day of February, 2002.

See signature and notary block pages annexed hereto.  
General Partner

STATE OF \_\_\_\_\_

COUNTY OF \_\_\_\_\_

On this \_\_\_\_\_ day of \_\_\_\_\_,

\_\_\_\_\_, 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: \_\_\_\_\_

FILED  
02 MAR 25 PM 3:35  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

[Grand Lagoon Cove]

GENERAL PARTNER:

Metra Grand Lagoon Cove GP, LLC, a Delaware limited liability company

By: Metra Capital, LLC, its sole member

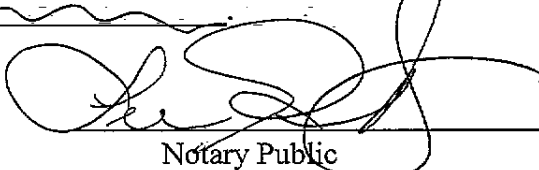
By: Third Millennium Partners, LLC, its managing member

By: GM 1 Partners, Inc., its managing member

By:   
Simon Mizrachi  
Vice President

STATE OF New York  
COUNTY OF New York

On this 1 day of March 2002, personally appeared before me  
Simon Mizrachi, who is personally known to me, or whose identity I proved  
on the basis of \_\_\_\_\_

  
Notary Public

Felicia Renee Durkin  
Notary Printed Name

My Commission Expires

FELICIA RENEE DURKIN  
Notary Public, State of New York  
No. 5009215  
Qualified in Nassau County  
Commission Expires March 8, 20 03