

MURTHA CULLINA
ROCHE CARENS & DE GIACOMO

A LIMITED LIABILITY PARTNERSHIP

99 HIGH STREET
BOSTON, MASSACHUSETTS 02110-2320

TELEPHONE (617) 457-4000
FACSIMILE (617) 482-3868
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B02000000272

August 1, 2002

Via UPS

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

200006872912--6
-08/02/02-01032-012
****148.75 ****148.75

RE: WinnResidential Limited Partnership

Dear Sir/Madam:

Enclosed please find duplicate originals of an Application by a Foreign Limited Partnership for Authorization to Transact Business in Florida, regarding the above-referenced limited partnership, along with this firm's check in the amount of \$148.75 to cover the cost of filing said application as well as the designation of a registered agent, a certified copy of the filing and a certificate under seal. Upon filing of the enclosed, please forward evidence of same to my attention in the return UPS envelope provided for your convenience.

Thank you for your courtesy and assistance in this matter and please do not hesitate to call if I may be of further assistance.

Very truly yours,

Cristal M. Reed

Cristal M. Reed
Paralegal

Enclosures

FILED
02 AUG -6 PM 12:24
TALLAHASSEE, FLORIDA

222567-1

B O S T O N

H A R T F O R D

N E W H A V E N

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

1. WinnResidential Limited Partnership
(Name of limited partnership as it is in the home state)
2. N/A
(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. MA 4. 10/31/2001
(State of Formation) (Date of Formation)

5. C-T Corporation System
(Name of Registered Agent for Service of Process)

6. 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:

Kristen Betzger KRISTEN BETZGER
ASSISTANT SECRETARY
(Agent must sign on this line)

8. Six Faneuil Hall Marketplace, Boston, MA 02109
(Address of registered office required in state of formation or, if not required, address of principal office.)

9. NAMES OF GENERAL PARTNERS STREET ADDRESS

WinnCompanies LLC Six Faneuil Hall Marketplace
Boston, MA 02109

10. Murtha Cullina Roche Carens & DeGiacomo 99 High St., 20th Fl. Boston, MA 02110
(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. Six Faneuil Hall Marketplace, Boston, MA 02109

(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 26th day of July, 2002

WinnCompanies LLC General Partner By: Samuel Ross, Manager

STATE OF Massachusetts

COUNTY OF Suffolk

On this 26th day of July, 2002

Samuel Ross, the Manager of WinnCompanies LLC, personally appeared before me,

☒ who is personally known to me

☐ whose identity I proved on the basis of _____

Raffi R. Berberian
(Notary Public Signature)

RAFFI R. BERBERIAN, NOTARY PUBLIC
(Notary's Printed Name)

My Commission Expires

April 7, 2006

Seal

My Commission Expires: _____

FILED
02 AUG -6 PM 12:24
CLERK OF SUPERIOR COURT
SUFFOLK COUNTY
MASSACHUSETTS


AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR A FOREIGN LIMITED PARTNERSHIP

BEFORE ME the undersigned personally appeared Samuel Ross, Manager of WinnCompanies LLC
a general partner of WinnResidential Limited Partnership, a (an) foreign
limited partnership, hereinafter referred to as the "Partnership", who certifies as follows:

1. The amount of capital contributions of the limited partners is \$ 990.00.
2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is \$ _____.

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 26th day of July, 2002.


WinnCompanies LLC General Partner By: Samuel Ross, Manager

STATE OF Massachusetts

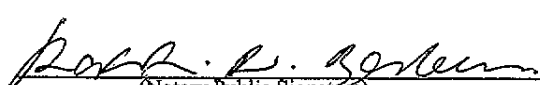
COUNTY OF Suffolk

On this 26th day of July, 2002

Samuel Ross, Manager of WinnComapnies LLC, personally appeared before me,

☒ who is personally known to me

☐ whose identity I proved on the basis of _____


(Notary Public Signature)

RAFFI R. BERBERIAN, NOTARY PUBLIC

(Notary's Printed Name)

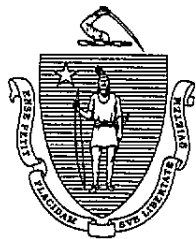
My Commission Expires

April 7, 2006

Seal

My Commission Expires: _____

FILED
02 AUG -6 PM 12:24
CLERK OF SUPERIOR COURT
MASSACHUSETTS, FLORIDA



The Commonwealth of Massachusetts
Secretary of the Commonwealth
State House, Boston, Massachusetts 02133

William Francis Galvin
Secretary of the
Commonwealth

July 17, 2002

To Whom it May Concern:

I hereby certify that according to the records in this office, a Certificate of Formation of Limited Partnership was filed in this office by

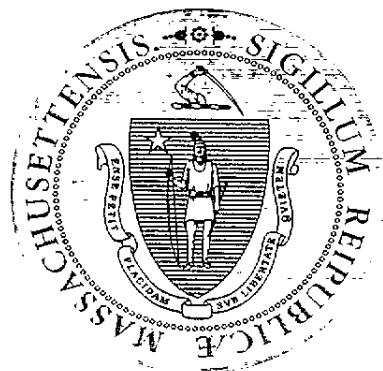
WINN RESIDENTIAL LIMITED PARTNERSHIP

in accordance with the provisions of Massachusetts General Laws, Chapter 109, on **October 31, 2001**.

I also certify that the names of the General Partners as listed in the most recent filings are as follows:

WINNCOMPANIES LLC
Six Faneuil Hall Marketplace
Boston, Massachusetts 02109

I further certify that said Limited Partnership has not filed a Certificate of Cancellation to date.



In testimony of which,

I have hereunto affixed the

Great Seal of the Commonwealth

on the date first above written.

William Francis Galvin

Secretary of the Commonwealth