

JAN. 11. 2005 11:11 AM

CORPORATION SVC CO

NO. 945

P. 1 OF 1

Florida Department of State  
Division of Corporations  
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To:  
Division of Corporations  
Fax Number : (850) 205-0383

From:  
Account Name : CORPORATION SERVICE COMPANY  
Account Number : I20000000195  
Phone : (850) 521-1000  
Fax Number : (850) 558-1575

*Please file after the qualification for  
FF Fishermans Landing LLC files. - already submitted*  
**FOREIGN LIMITED PARTNERSHIP**

**FAIRFIELD FISHERMANS LANDING LP**

Certificate of Status	1
Certified Copy	1
Page Count	07
Estimated Charge	\$1,846.25

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CORPORATION SVC CO

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

1. Fairfield Fishermans Landing LP  
(Name of limited partnership as it is in the home state)
2. Fairfield Fishermans Landing Limited Partnership  
(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. January 5, 2005  
(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 Cynthia L. Harris  
By: Cynthia L. Harris as its agent  
(Agent must sign on this line)
8. 2711 Centerville Road, Suite 400, Wilmington, New Castle County, DE 19802  
(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>FF Fishermans Landing LLC, 5510 Morehouse Road, Suite 200, San Diego, CA 92121</u> |                |
| <u>MOS-148</u>  |                |
10. 5510 Morehouse Road, Suite 200, San Diego, CA 92121  
(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of the limited partner or limited partners until the limited partnership's registration in Florida is canceled or withdrawn.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

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CORPORATION SVC CO

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12,5510 Morehouse Road, Suite 200, San Diego, CA 92121

(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 \_\_\_\_\_ day of \_\_\_\_\_ See Signature Page Attached \_\_\_\_\_.

General Partner

STATE OF See Attached Notary Block

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

On this \_\_\_\_\_ day of \_\_\_\_\_.

\_\_\_\_\_, personally appeared before me,

☐ who is personally known to me

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

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TALLAHASSEE, FLORIDA

(Notary Public Signature)

(Notary's Printed Name)

Seal

My Commission Expires: \_\_\_\_\_

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CORPORATION SVC CO

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

Signed this 11<sup>th</sup> day of January, 2005.

GENERAL PARTNER:

FF FISHERMANS LANDING LLC, a  
Delaware limited liability company

By: FF Properties, Inc., a Delaware  
corporation, Manager

By:   
Name: Stanley P. Kierskovitz  
Title: Sr. Vice President

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

BEFORE ME, the undersigned, personally appeared Stanley P. Herskovitz, Senior Vice President of FF Properties, Inc., Manager of FF Fishermans Landing LLC, General Partner of Fairfield Fishermans Landing LP, a Delaware limited partnership, hereinafter referred to as the "Partnership", who certifies as follows:

1. The amount of capital contribution of the limited partners is \$8,226,525.
2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is \$8,226,525.


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 \_\_\_\_\_ day of January, 2005.

**GENERAL PARTNER:**

**FF FISHERMANS LANDING LLC, a  
Delaware limited liability company**

By: FF Properties, Inc., a Delaware  
corporation, Manager

By:   
Name: Stanley P. Herskovitz  
Title: Sr. Vice President

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TALLAHASSEE, FLORIDA

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CORPORATION SVC CO

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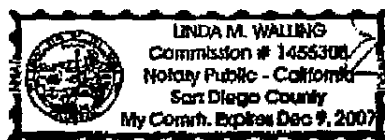
### CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT

STATE OF CALIFORNIA  
COUNTY OF SAN DIEGO

On January 7, 2004, before me Linda M. Walling, Notary Public  
Name and Title of the Officer - e.g. "JANE DOE, NOTARY PUBLIC"  
personally appeared Stanley P. Herskovitz  
Name(s) of Signer(s)

☒ personally known to me - ~~OR~~ ☐ ~~proved to me on the basis of~~  
~~satisfactory evidence to be the person(s) whose name(s) is/are~~  
~~subscribed to the within instrument and acknowledged to me that~~  
~~he/she/they executed the same in his/her/their authorized capacity(ies),~~  
~~and that by his/her/their signature(s) on the instrument the person(s), or~~  
~~the entity upon behalf of which the persons(s) acted, executed the~~  
~~instrument.~~

WITNESS my hand and official seal.



Linda M. Walling  
SIGNATURE OF NOTARY

#### OPTIONAL SECTION- CAPACITY CLAIMED BY SIGNER

Though statute does not require the Notary to fill in the data below, doing so may prove invaluable to persons relying on the document.

☐ INDIVIDUAL

☐ CORPORATE OFFICER(S)

TITLE(S)

☐ PARTNER(S)

☐ LIMITED

☐ GENERAL

☐ ATTORNEY-IN-FACT

☐ TRUSTEE(S)

☐ GUARDIAN/CONSERVATOR

☐ OTHER:

SIGNER IS  
REPRESENTING  
NAME OF PERSON(S) OR ENTITY

SECRETARY OF STATE  
TELLAHASSEE, FLORIDA

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#### OPTIONAL SECTION

THIS CERTIFICATE MUST BE ATTACHED TO THE  
DOCUMENT DESCRIBED AT RIGHT:

Title or Type of Document: Non-Imputation Affidavit - Alta Vista

Number of Pages: four Date of Document: undated

Though the date requested here is not required by law, it could prevent fraudulent reattachment of this form.

Signer(s) Other Than Named Above

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CORPORATION SVC CO

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### CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT

STATE OF CALIFORNIA

COUNTY OF SAN DIEGO

On January 7, 2004, before me Linda M. Walling, Notary Public

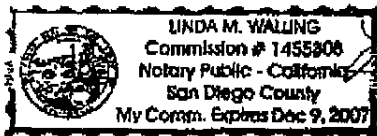
Name and Title of the Officer - e.g., "JANE DOE, NOTARY PUBLIC"

personally appeared Stanley P. Herskovitz

Name(s) of Signer(s)

☒ personally known to me - ~~OR~~ ☐ ~~proved to me on the basis of~~  
~~satisfactory evidence~~ to be the person(s) whose name(s) is/are  
subscribed to the within instrument and acknowledged to me that  
he/she/they executed the same in his/her/their authorized capacity(ies),  
and that by his/her/their signature(s) on the instrument the person(s), or  
the entity upon behalf of which the persons(s) acted, executed the  
instrument.

WITNESS my hand and official seal.



*Linda M. Walling*  
SIGNATURE OF NOTARY

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☐ CORPORATE OFFICER(s)

TITLE(s)

☐ PARTNER(S) ☐ LIMITED

☐ GENERAL

☐ ATTORNEY-IN-FACT

☐ TRUSTEE(S)

☐ GUARDIAN/CONSERVATOR

☐ OTHER:

SIGNER IS  
REPRESENTING  
NAME OF PERSON(S) OR ENTITY(IES)

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fraudulent re-execution of this form.

Signer(s) Other Than Named Above

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**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA  
STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE  
FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND  
REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: **MGCJ 5 HOLDINGS GROUP, LLC**
2. The name and the Florida street address of the registered agent are:

**MIGUEL SOTO**  
NAME

**920 West 84 Street, #209**  
**Hialeah, Florida 33014**  
Florida street address (P.O. BOX NOT ACCEPTABLE)

**Miami, Florida 33131**  
CITY, STATE AND ZIP

*Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate. 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.*

  
SIGNATURE

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