



B98000000697

ACCOUNT NO. : 072100000032

REFERENCE : 057964 81522A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : December 9, 1998

ORDER TIME : 10:53 AM

ORDER NO. : 057964-005

900002707239--7  
-12/09/98--01060--024  
\*\*\*1837.50 \*\*\*1837.50

CUSTOMER NO: 81522A

CUSTOMER: Ms. Cristina E. Brochin  
Murai Wald Biondo & Moreno  
900 Ingraham Building  
25 Southeast 2nd Avenue  
Miami, FL 33131

FOREIGN FILINGS

NAME: THE GRAND REGENCY AT LAKE  
LOTUS, L.P.

XXXX QUALIFICATION (TYPE: LP)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
PLAIN STAMPED COPY  
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Robert Maxwell

FILED STATE  
SECRETARY OF CORPORATIONS  
DIVISION OF CORPORATIONS  
98 DEC 11 PM 1:42

RECEIVED  
98 DEC -9 AM 11:25  
12/11/98  
12/11/98



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

December 9, 1998

ROBERT MAXWELL  
CSC NETWORKS  
TALLAHASSEE, FL

**RESUBMIT**

Please give original  
submission date as file date.

SUBJECT: THE GRAND REGENCY AT LAKE LOTUS, L.P.  
Ref. Number: W98000027552

We have received your document for THE GRAND REGENCY AT LAKE LOTUS, L.P. and your check(s) totaling \$1837.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please revise the wording on the AFFIDAVIT.

You must specify 2 -- and ONLY 2 -- money amounts.

ALSO, PLEASE NOTE that we are ONLY CONCERNED with capital contributions made by LIMITED PARTNERS. Do NOT include any amounts contributed by General Partners.

In Item 1, please state "THE CAPITAL CONTRIBUTIONS OF THE LIMITED PARTNERS TOTAL \_\_\_\_\_."

In Item 2, please state: "THE LIMITED PARTNER CONTRIBUTIONS ANTICIPATED TO BE ALLOCATED FOR THE PURPOSES OF TRANSACTING BUSINESS IN FLORIDA TOTAL \_\_\_\_\_."

Do not include ANY OTHER money amounts on your affidavit.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6914.

Buck Kohr  
Corporate Specialist

Letter Number: 498A00058191

Sandra B. Mortham, Secretary of State

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 DEC 11 AM 1:42

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

1. The Grand Regency at Lake Lotus, L.P.  
(Name of limited partnership as it is in the home state;
2. ~~The Grand Regency at Lake Lotus 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. 9-23-98  
(State of Formation) (Date of Formation)
5. GRLL, Inc.  
(Name of Registered Agent for Service of Process)
6. 1101 N. Lake Destiny Drive, Suite 400  
(Street Address of Registered Office)  
Maitland, Florida 32751  
(City) (Zip Code)
7. Acceptance by the Registered Agent for Service of Process.  
GRLL, Inc.  
BY: [Signature]  
(Agent must sign on this line)
8. 1013 Centre Road, Wilmington, Delaware 19805  
(Address of registered office required in state of formation or, if not required, address of principal office.)
9. NAMES OF GENERAL PARTNERS *Aggaveu/667* SPECIFIC ADDRESS  
GRLL, Ltd., a Florida limited partnership  
1101 North Lake Destiny Drive, Suite 400  
Maitland, FL 32751
10. 1101 North Lake Destiny Drive, Suite 400, Suite 400, Maitland, FL 32751  
(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 cancelled or withdrawn.

12. 1101 North Lake Destiny Drive, Suite 400, Maitland, FL 32751  
(Mailing Address of Limited Partnership)

*Christopher DelGuidice*

FILED STATE  
SECRETARY OF CORPORATIONS  
98 DEC 11 PM 1:42

This 7 day of December, 1998.

GRLL, Ltd., by GRLL, Inc., its  
General Partner

*Christopher DelGuidice*

STATE OF FLORIDA

COUNTY OF ORANGE

THE FOREGOING instrument was acknowledged and sworn to before me this 7 day

of December, 1998, by Christopher DelGuidice, as President of GRLL, Inc.  
(Name of General Partner)  
the general partner of GRLL, Ltd.,  
the general partner of The Grand Regency at Lake Lotus Limited Partnership  
(Name of Limited Partnership)

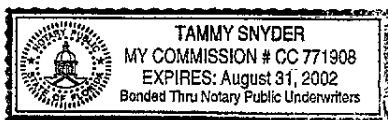
Limited Partnership, on behalf of Delaware  
(State or Country)  
Limited Partnership.

*Tammy Snyder*  
Notary Public

State of Florida at Large

(SEAL)

My Commission Expires: Aug. 31, 2002



**AFFIDAVIT OF CAPITAL CONTRIBUTIONS**

BEFORE ME the undersigned personally appeared Christopher DelGuidice as President of GRLL, Inc., the sole general partner of GRLL, Ltd., a Florida limited partnership, the sole general partner of The Grand Regency at Lake Lotus, L.P., limited partnership, hereinafter referred to as the "Partnership", who certifies as follows:

1. The capital contributions of the limited partners total \$4,420,000.00.
2. The limited partner contributions anticipated to be allocated for the purposes of transacting business in Florida total \$4,420,000.00.

This 10<sup>th</sup> day of December, 1998.

**FURTHER AFFIANT SAYETH NOT.**

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

GRLL, Ltd., a Florida limited partnership

By: GRLL, Inc., a Florida corporation

General Partner

By:

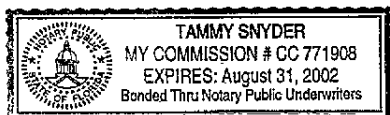
Christopher DelGuidice, President

State of Florida  
County of Orange

Date: December 10<sup>th</sup>, 1998

BEFORE ME, the undersigned officer, a Notary Public authorized to administer oaths and to take acknowledgments in and for the State and County set forth above, personally appeared Christopher DelGuidice as President of GRLL, Inc., the sole general partner of GRLL, Ltd., the sole general partner of The Grand Regency at Lake Lotus Limited Partnership, known to me and known by me to be the person who executed the foregoing Affidavit of Capital Contributions, and he acknowledged to me and before me that he executed this Affidavit as General Partner of said partnership.

IN WITNESS WHEREOF I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 10<sup>th</sup> day of December, 1998.



Seal

Tammy Snyder  
Notary Public, State of Florida  
My commission expires: