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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Florida Department of State
Division of Corporations
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(((H03000044026 0)))

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To:

Division of Corporations
Fax Number : (850)205-0383

From:

Account Name : RUDEN, MCCLOSKEY, SMITH, SCHUSTER & RUSSELL, P.A.
Account Number : 076077000521
Phone : (954)527-2428
Fax Number : (954)764-4996

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DIVISION OF CORPORATION

AL

FOREIGN PROFIT QUALIFICATION

Aventura Land Holding (DEL), Inc.

Certificate of Status	1
Certified Copy	1
Page Count	05
Estimated Charge	\$87.50

This qualification
is being filed
simultaneously
with an Amended
and Restated
Cert. of LP of
Aventura Land
Holding, Ltd.
FA# H03000044026
This is the
general partner
Thanks.

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA

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IN COMPLIANCE WITH SECTION 607.1303, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO THE SECRETARY OF STATE
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA. TALLAHASSEE, FLORIDA

1. Aventura Land Holding (DEL), Inc.

(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. Delaware

(State or country under the law of which it is incorporated)

3. applied for

(FEI number, if applicable)

4. February 3, 2003

(Date of incorporation)

5. perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. upon filing

(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 321 East Hillsboro Blvd., Deerfield Beach, Florida 33441

(Principal office address)

321 East Hillsboro Blvd., Deerfield Beach, Florida 33441

(Current mailing address)

8. to act as general partner of a limited partnership.

(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box **NOT** acceptable)

Name: Brian Street

Office Address: 321 E. Hillsboro Blvd.

Deerfield Beach

(City)

, Florida 33441

(Zip code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation 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 relative 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 agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

H03000044024

12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: Brian Street

Address: 321 E. Hillsboro Blvd., Deerfield Beach, FL 33441

Vice Chairman: James H. Cohen

Address: 321 E. Hillsboro Blvd., Deerfield Beach, FL 33441

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: Brian Street

Address: 321 E. Hillsboro Blvd., Deerfield Beach, FL 33441

Vice President: James H. Cohen

Address: 321 E. Hillsboro Blvd., Deerfield Beach, FL 33441

Secretary: James H. Cohen

Address: 321 E. Hillsboro Blvd., Deerfield Beach, FL 33441

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. _____

(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Brian Street, President

(Typed or printed name and capacity of person signing application)

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TALLAHASSEE, FLORIDA

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Delaware

PAGE 1
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

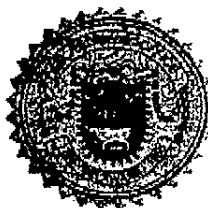
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "AVENTURA LAND HOLDING (DEL), INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE THIRD DAY OF FEBRUARY, A.D. 2003.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "AVENTURA LAND HOLDING (DEL), INC." WAS INCORPORATED ON THE THIRD DAY OF FEBRUARY, A.D. 2003.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

3621246 8300

030071226



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 2239889

DATE: 02-03-03

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