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Florida Department of State
Division of Corporations
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To:

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

From:

Account Name : TURNBERRY ASSOCIATES
Account Number : I19990000201
Phone : (305) 933-5505
Fax Number : (305) 933-5535

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FOREIGN PROFIT QUALIFICATION

Turnberry Cabi Aventura GP 2, Inc.

Certificate of Status	1
Certified Copy	0
Page Count	01
Estimated Charge	\$78.75

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**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.*

1. TURNBERRY CABI AVENTURA GP 2, INC.
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"
"Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)
2. DELAWARE 3. 20-2676429
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. APRIL 14, 2005 5. PERPETUAL
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. _____
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)
7. 19501 BISCAYNE BLVD., SUITE 400, AVENTURA, FL 33180
(Principal office address)

19501 BISCAYNE BLVD., SUITE 400, AVENTURA, FL 33180
(Current mailing address)
8. Real estate development
(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 NOT acceptable)

Name: MARIO ROMINE

Office Address: 19501 BISCAYNE BLVD., STE. 400

AVENTURA, Florida 33180
(City) (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.

By: Mario A Romine
(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.

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

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A. DIRECTORS

Chairman: Jacobo Cababie

Address: 19950 W. Country Club Drive

Aventura, FL 33180

Vice Chairman: Jeffrey Soffer

Address: 19501 Biscayne Blvd., Ste. 400

Aventura, FL 33180

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: Jeffrey Soffer

Address: 19501 Biscayne Blvd., Ste. 400, Aventura, FL 33180

Chief Executive
Officer

~~Jeffrey Soffer~~ Jacobo Cababie

Address: 19950 W. Country Club Drive, Aventura, FL 33180

Secretary: Jeffrey Soffer

Address: 19501 Biscayne Blvd., Ste. 400, Aventura, FL 33180

Treasurer: Jeffrey Soffer

Address: 19501 Biscayne Blvd., Ste. 400, Aventura, FL 33180

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

13. _____

(Signature of Director or Officer listed in number 12 of the application)

14. JEFFREY SOFFER

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

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Delaware

PAGE 1

The First State

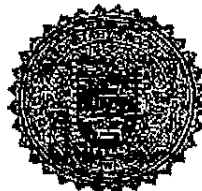
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "TURNBERRY CABI AVENTURA GP 2, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FIFTEENTH DAY OF APRIL, A.D. 2005.

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

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SECRETARY OF STATE
TALLAHASSEE FLORIDA



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Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3815571

DATE: 04-15-05

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TOTAL P.06