

F06000000947

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H06000041595 3)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To: Division of Corporations
Fax Number : (850)205-0381

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

STATE OF FLORIDA
TALLAHASSEE, FLORIDA

06 FEB 15 PM 1:52

FILED

FOREIGN PROFIT/NONPROFIT CORPORATION

BVF WINTER OAKS GP, INC.

Certificate of Status	1
Certified Copy	1
Page Count	04
Estimated Charge	\$87.50

Electronic Filing Menu

Corporate Filing Menu

Help

T. Burch FCO 4 11/11/06

H 06000041595 3

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. BVF Winter Oaks GP, 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

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

3. _____

(FEI number, if applicable)

4. February 10, 2006

(Date of incorporation)

5. Perpetual

(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. c/o The Berkshire Group, One Beacon Street, Suite 1500, Boston, MA 02108

(Principal office address)

c/o The Berkshire Group, One Beacon Street, Suite 1500, Boston, MA 02108

(Current mailing address)

8. To acquire, own, develop, improve, operate, manage, lease, sell and otherwise deal
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida) with real estate

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

Name: Corporation Service Company

Office Address: 1201 Rays Street

Tallahassee

(City)

, Florida 32301

(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.

Brian Courtney
Asst. V. Pres.

(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.

H 06000041595-3

FILED

06 FEB 15 PM 1:52

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

H 06000041595-3

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

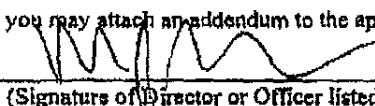
Address: _____

Director: David QuadeAddress: c/o The Berkshire Group, One Beacon Street, Suite 1500,
Boston, MA 02108Director: Lori ConteAddress: 333 East 84th Street, #1A
New York, NY 10028

B. OFFICERS

President: Frank ApenecheAddress: c/o The Berkshire Group, One Beacon Street, Suite 1500
Boston, MA 02108ExVice President: David QuadeAddress: c/o The Berkshire Group, One Beacon Street, Suite 1500
Boston, MA 02108Secretary: Mary Beth BloomAddress: c/o The Berkshire Group, One Beacon Street, Suite 1500, Boston, MA 02108Treasurer: David QuadeAddress: c/o The Berkshire Group, One Beacon Street, Suite 1500, Boston, MA 02108

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. _____
(Typed or printed name and capacity of person signing application)FILED
06 FEB 15 PM 1:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

H 06000041595-3

Delaware

06000041595 3

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "BVF WINTER OAKS GP, 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 THIRTEENTH DAY OF FEBRUARY, A.D. 2006.

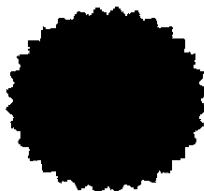
AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "BVF WINTER OAKS GP, INC." WAS INCORPORATED ON THE TENTH DAY OF FEBRUARY, A.D. 2006.

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

FILED
06 FEB 15 PM 1:52
CLERK OF STATE
TALLAHASSEE, FLORIDA

4108499 8300

060128662



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4517443

DATE: 02-13-06

06000041595 3