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Florida Department of State
Division of Corporations
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FOREIGN PROFIT/NONPROFIT CORPORATION
BFIM Venice Homes GP, Inc.

Certificate of Status	0
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J. Shivers MAR 22 2011

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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. BFIM Venice Homes GP, Inc.

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"
"Inc.," "Co.," "Corp.," "Ltd.," "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. _____

(FBI number, if applicable)

4. January 05, 2011

(Date of incorporation)

5. perpetual

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

6. upon registration

(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 Boston Financial Investment Management, LP, 101 Arch Street, 13th Floor, Boston, MA 02110

(Principal office address)

c/o Boston Financial Investment Management, LP, 101 Arch Street, 13th Floor, Boston, MA 02110

(Current mailing address)

8. to act as a general partner

(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: CT Corporation System

Office Address: 1200 South Pine Island Road

Plantation

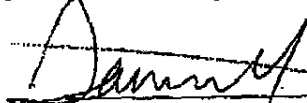
(City)

Florida 33324

(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)

Sammy Forteroo
Vice President

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.

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

A. DIRECTORS

Chairman: Kenneth J. CutilloAddress: c/o Boston Financial Investment Management, LP, 101 Arch Street, 13th Floor, Boston, MA 02110

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: Kenneth J. CutilloAddress: c/o Boston Financial Investment Management, LP, 101 Arch Street, 13th Floor, Boston, MA 02110Vice President: Michael H. GladstoneAddress: c/o Boston Financial Investment Management, LP, 101 Arch Street, 13th Floor, Boston, MA 02110Secretary: Wendy TamisAddress: c/o Boston Financial Investment Management, LP, 101 Arch Street, 13th Floor, Boston, MA 02110

Treasurer: _____

Address: _____

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

13. _____

Signature of Director or Officer

The officer or director signing this document (and who is listed in number 12 above) affirms that the facts stated herein are true and that he or she is aware that false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

14. _____

Kenneth J. Cutillo President

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

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Delaware

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The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "BFIM VENICE HOMES 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 TWENTY-FIRST DAY OF MARCH, A.D. 2011.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "BFIM VENICE HOMES GP, INC." WAS INCORPORATED ON THE FIFTH DAY OF JANUARY, A.D. 2011.

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

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at corp.delaware.gov/authver.shtml



Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 8636027

DATE: 03-21-11

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