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August 12, 1998

SENT VIA FEDERAL EXPRESS, AIRBILL NO. 1616122476

Secretary of State  
State of Florida  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, Florida 32301

400002616114--7  
-08/14/98--01040--001  
\*\*\*1960.00 \*\*\*\*122.50

Re: **American Residences AG, a Swiss corporation**  
**American Residences Limited Partnership No. 1, Ltd.**

Dear Sir/Madam:

Pursuant to the qualification of the foreign corporation, **American Residences AG**, a Swiss corporation, enclosed are the following:

1. Application by Foreign Corporation for Authorization to Transact Business;
2. original Certificate of Existence - American Residences AG, a Swiss corp.;
3. check to cover the following:

(a) filing fee	\$35.00
(b) certified copy	\$52.50
(c) registered agent designation	\$35.00
TOTAL	<u>\$122.50</u>

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98 AUG 14 AM 10:50  
mtm  
8/14

Simultaneously with the filing of the Application by Foreign Corporation for Authorization to Transact Business in Florida, enclosed for filing are the following partnership documents:

1. original Certificate of Limited Partnership Agreement of American Residences Limited Partnership No. 1, Ltd.;
2. Affidavit as required by *Florida Statutes*, §620.108; and
3. check to cover the following:

(a) filing fee	\$1750.00
(b) resident agent designation	\$ 35.00
(c) certified copy	<u>\$ 52.50</u>
TOTAL	<u>\$1837.50</u>

Please file the above enclosures and return to the undersigned the certified copies. Thank you for your prompt assistance. Please call me if you have any questions.

Very truly yours,

*Cat L. Brower*  
Cat L. Brower  
Legal Assistant to  
Bradley J. Davis

:cb  
Enclosures

**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. American Residence AG  
(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. Switzerland 3. \_\_\_\_\_  
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. April 29, 1998 5. Perpetual  
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. Has not at this time.  
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.))
7. Metallstr. 9a  
CH 6304 ZUG  
(Current mailing address)
8. Buy, sell, mediate and manage real estate properties, mainly in the USA.  
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

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**9. Name and street address of Florida registered agent:**

Name: Harold L. Downing  
Office Address: 390 N. Orange Ave., Suite 800  
Orlando, Florida, 32801  
(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.

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

A. DIRECTORS

Chairman: Maximilian Marti

Address: Metallstrasse 9a  
CH 6304 ZUG

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Director: Maximilian Marti

Address: Metallstrasse 9a  
CH 6304 ZUG

Director: \_\_\_\_\_

Address: \_\_\_\_\_

B. OFFICERS

President: Maximilian Marti

Address: Metallstrasse 9a  
CH 6304 ZUG

Vice President: \_\_\_\_\_

Address: \_\_\_\_\_

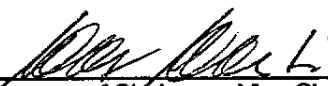
Secretary: Carla Ferrari

Address: Wattenwil BE  
Reilnau AG, Weinenzen ZH

Treasurer: Adolf Stahelin

Address: 2721 Crane Trace Circle  
Orlando, FL 32837

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

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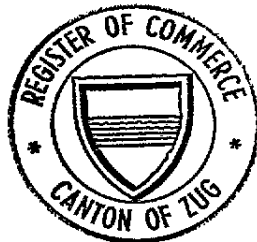
**EXTRACT OF THE  
REGISTER OF COMMERCE  
OF THE CANTON OF ZUG**

Name: **American Residence AG**  
Domicile, Address: ZUG, Metallstrasse 9 a, 6304 Zug  
Purpose: Buy, sell, mediate and manage real estate properties, mainly in the USA; can also partake in other business concerns of all types  
Nature of Company: Company limited by shares  
Registered: April 29, 1998  
Original Articles: April 7, 1998  
Company Capital: Share capital: CHF 750'000.00; divided in 750 bearer shares at CHF 1'000.00 each; fully paid in  
Instrument for publication: Swiss Trade Journal (STJL)  
Board of Directors: Marti Maximilian U., citizen of Langenthal, in Wangen an der Aare  
He has single signature  
Auditors: Budliger Treuhand AG, in Zurich  
Last publication: Swiss Trade Journal  
No. 107 dated June 8, 1998; page 3869

Zug, July 16, 1998

CH-170.3.022.065-0

REGISTRY OF COMMERCE  
OF THE CANTON OF ZUG



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# APOSTILLE

(Convention de la Haye du 5 octobre 1961)

1. Land: Schweizerische Eidgenossenschaft, Kanton Zug

Country: Swiss Confederation, Canton of Zug

Diese öffentliche Urkunde / This public document

2. Ist unterschrieben von .....

has been signed by

Mr. Bernhard Häusler, Zug

3. in seiner Eigenschaft als .....

acting in the capacity of

Jur. Mitarbeiter des  
Handelsregisteramtes Zug

4. Sie ist versehen mit dem Stempel / Siegel des (der) bears the stamp / seal of

Handelsregisteramt

5. in / to 6301 Zug / 6301 Zug

Bestätigt / Certified

6. am / the July 17, 1998

7. durch die Staatskanzlei des Kantons Zug

by Chancery of State of the Canton of Zug

8. unter / under Nr. 3013/98

9. Stempel / Siegel / Stamp / seal

10. Unterschrift / Signature

H. Steiner



Hildegard Steiner

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