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ACCOUNT NO. : 072100000032

REFERENCE : 571245 4804661

AUTHORIZATION : *Katrin Pygott*

COST LIMIT : \$ 125

ORDER DATE : February 1, 2000

ORDER TIME : 2:55 PM

ORDER NO. : 571245-005

CUSTOMER NO: 4804661

8000003123488-5

CUSTOMER: Rita Slager, Legal Assistant
Schwartz & Freeman
Suite 1900
401 North Michigan Avenue
Chicago, IL 60611-4206

FOREIGN FILINGS

NAME: THE VILLAS AT PELICAN MARSH,
LLC

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christine Lillich

00 FEB -3 21 8:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

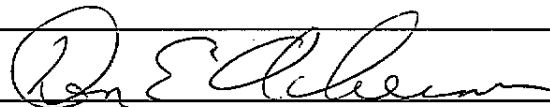
RECEIVED
00 FEB -3 PM 3:57
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

VB
2-4-00

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACTION BUSINESS IN THE STATE OF FLORIDA:

1. THE VILLAS AT PELICAN MARSH, LLC
(Name of foreign limited liability company)
2. Delaware
(Jurisdiction under the law of which foreign limited liability company is organized)
3. Applied for ---
(FEI number, if applicable)
4. January 14, 2000
(Date of Organization)
5. Perpetual
(Duration: Year limited liability company will cease to exist or "perpetual")
6. Upon filing of this application.
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 137 S. Pebble Beach Boulevard, Suite 201
Sun City Center, Florida 33573
(Street address of principal office)
8. If limited liability company is a manager-managed company, check here ☒
9. The name and usual business addresses of the managing members or managers are as follows:
Don E. Ackerman, 137 S. Pebble Boulevard, Ste. 201, Sun City Center, FL 33573, Manager
Alfred Hoffman, Jr., 137 S. Pebble Boulevard, Ste. 201, Sun City Center, FL 33573, Manager
10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)
11. Nature of business or purposes to be conducted or promoted in Florida: Real Estate Development



Signature of a member or an authorized representative of a member.
(In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Don E. Ackerman, Manager

Typed or printed name of signee

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES,
THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING
STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE
STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

THE VILLAS AT PELICAN MARSH, LLC

2. The name and the Florida street address of the registered agent and office are:

Richard Hutchinson

(Name)

137 S. Pebble Beach Boulevard, Ste. 201

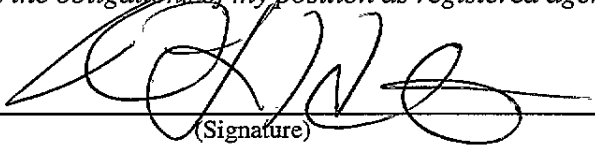
Florida street address (P.O. Box **NOT** ACCEPTABLE)

Sun City Center,

FL 33573

City/State/Zip

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S..


(Signature)

\$ 100.00	Filing Fee for Application
\$ 25.00	Designation of Registered Agent
\$ 30.00	Certified Copy (optional)
\$ 5.00	Certificate of Status (optional)

00 FEB - 2 PM 8:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
FILED

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "THE VILLAS AT PELICAN MARSH, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FIRST DAY OF FEBRUARY, A.D. 2000.

00 FEB - 2 00 8:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Edward J. Freel

Edward J. Freel, Secretary of State

3159864 8300

001048771

AUTHENTICATION: 0228337

DATE: 02-01-00