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CT Corporation System 660 East Jefferson Street Tallahassee, FL 32301 Tel 850 222 1092 Fax 850 222 7615 Attn: Jeff Netherton

CORPORATION(S) NA	-02/17/0001049012 ****125.00 ****125.			
Bay Villas, LLC		-	- - -	
() Profit () Nonprofit	() Amendment	() Merger	00 FF3	
(x) Foreign	() Dissolution/Withdrawal () Reinstatement	() Mark	- 3 -	PPE
() Limited Partnership (x) LLC	() Annual Report () Name Registration () Fictitious Name	() Other () Change of RA	73 N. W	
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() Call When Ready (x) Walk In () Mail Out	() Call If Problem () Will Wait	() After 4:30 (x) Pick Up		
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\$1.00

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

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA: (Name of foreign limited liability company) (Jurisdiction under the law of which foreign limited liability company is organized)

3. Applied Foreign limited liability 1-26-00 (Date of Organization) 5. Perpetual

(Duration: Year limited liability company will cease to exist or "perpetual") Subsequent Date in February, 2000 cted business in Florida. (See sections 608.501, 608.602, and 817.155, F.S.) 60 Fostertown Road 8. If limited liability company is a manager-managed company, check here 9. The usual business addresses of the managing members or managers are as follows: 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: Own leal estate any other lawful parpose // D,) 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.)

Typed or printed name of signée

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

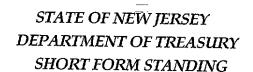
PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:					
Bay Vil	las, LLC -				
2. The name and	d the Florida street addres	ss of the registe	red agent and office are:		
CT Corporation System					
		(Name)			
	1200 S. Pine Island Rd.				
	Florida street address (P.O. Box NOT ACCEPTABLE)				
	Plantation	FL	33324		
	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..

Connie Bryan, Special Asst. Secy.

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



BAY VILLAS, LLC

With the Previous or Alternate Name CAVE HOLDINGS-BAY VILLAGE, LLC

I, the Treasurer of the State of New Jersey, do hereby certify that the above-named New Jersey Domestic Limited Liability Company was registered by this office on January 26, 2000.

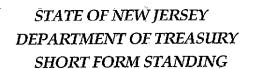
As of the date of this certificate, said business continues as an active business in good standing in the State of New Jersey, and its Annual Reports are current.

I further certify that the registered agent and registered office are:

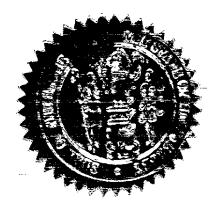
Lowell P Cave 60 Fostertown Road Medford, NJ 08055

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BAY VILLAS, LLC
With the Previous or Alternate Name
CAVE HOLDINGS-BAY VILLAGE, LLC



IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my Official Seal at Trenton, this 14th day of February, 2000

Rdom 2 mm achols

Roland M Machold Treasurer