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ACCOUNT NO. : 072100000032

REFERENCE : 684371 7212637

AUTHORIZATION : Patricia Pappas

COST LIMIT : \$ 130.00

ORDER DATE : May 3, 2000

ORDER TIME : 12:39 PM

ORDER NO. : 684371-005 200003243382--1

CUSTOMER NO: 7212637

CUSTOMER: Kim .. Taylor, Director
The Atlantic Companies,l.l.c.
485 Route 1 South

Iselin, NJ 08830

FOREIGN FILINGS

NAME: ATLANTIC RESOURCES B -
TITUSVILLE, LLC

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- XX PLAIN-~~STAMPED~~ COPIES ~~(2)~~
- XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tamara Odom

FILED
00 MAY -8 AM 8:19
SECRETARY OF STATE
TALLAHASSEE FLORIDA

RECEIVED
00 MAY -8 PM 3:26
DEPARTMENT OF STATE
DIVISION OF CORPORATE AFFS
TALLAHASSEE, FLORIDA

25/9

**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. Atlantic Resources B - Titusville, LLC
(Name of foreign limited liability company)

2. New Jersey 3. _____
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. April 24, 2000 5. Perpetual
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")

6. _____ May 8, 2000
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))

7. 485-A Route 1 South, Suite 310
Iselin, New Jersey 08830
(Street address of principal office)

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:

485-A Route 1 South, Suite 310, Iselin, New Jersey 08830

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: Ownership of
multi-family units.

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.)

Ralph H. Grebow

Typed or printed name of signer

FILED
00 MAY -8 AM 8:19
SECRETARY OF STATE
TALLAHASSEE FLORIDA

**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:

Atlantic Resources B - Titusville, LLC

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

J. Geoffrey Pflugner

(Name)

2033 Main Street, Suite 600

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

Sarasota

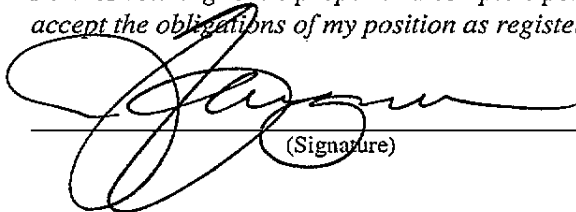
FL

34237

City/State/Zip

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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)

STATE OF NEW JERSEY
DEPARTMENT OF TREASURY
SHORT FORM STANDING

ATLANTIC RESOURCES B - TITUSVILLE, 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 April 24, 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:*

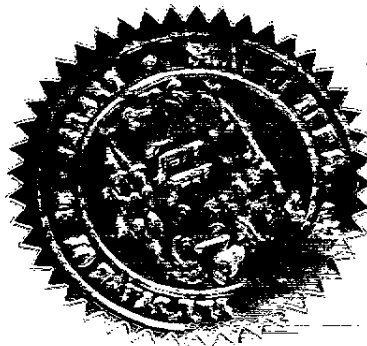
*Ralph H Grebow
485-A Route 1 South
Suite 310
Iselin, NJ 08830*

Continued on next page . . .

00 MAY -8 AM 8:19
SECRETARY OF STATE
TALLAHASSEE FLORIDA

STATE OF NEW JERSEY
DEPARTMENT OF TREASURY
SHORT FORM STANDING

ATLANTIC RESOURCES B - TITUSVILLE, LLC



IN TESTIMONY WHEREOF, I have
hereunto set my hand and
affixed my Official Seal
at Trenton, this
4th day of May, 2000

Roland M Machold

Roland M Machold
Treasurer

00 MAY -8 AM 8:19
SECRETARY OF STATE
TALLAHASSEE FLORIDA