



**Javitch,  
Block,  
Eisen &  
Rathbone**

**Bond Court Building, 14th Floor  
1300 East Ninth Street  
Cleveland, Ohio 44114-1503  
Office: (216) 623-0000  
Fax: (216) 623-0190**

*Michael D. Linn  
Extension 3012  
mlinn@jber.com*

**m000000001029**

April 5, 2000

Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

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-04/10/00--01141--022  
\*\*\*\*125.00 \*\*\*\*125.00**

**Re: Foreign Limited Liability Company:  
Quail Woods Estates Development Investments, L.L.C.  
Our File No. 408492**

Dear Sir or Madam:

Please find enclosed an Application by Foreign Limited Liability Company for Authorization to Transact Business in the Florida, a Certificate of Designation of Registered Agent, the Certificate for Articles of Organization from the State of Ohio and a check for \$125.00 made payable to the Florida Department of State for the filing of these documents.

Should you have any questions, please do not hesitate to contact the undersigned.

Very truly yours,

  
Michael D. Linn

**FILED  
00 MAY 30 PM 1:58  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA**

Name	MDL/smh
Availability	Enclosure
Document Examiner	DCC
Updater	DCC
Updater Verifier	IC
Assn. Acknowledgment	DCC
W. P. Verifier	DCC

① Cert.  
② address - Section 9

OFFICES IN CLEVELAND AND CINCINNATI  
A Limited Liability Partnership

7 pages

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*Michael D. Linn  
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mlinn@jber.com*

May 22, 2000

Diane Cushing  
Corporate Specialist  
Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

*Re: Quail Woods Estates Investment, L.L.C.*

Dear Ms. Cushing:

Pursuant to your letter dated April 25, 2000, wherein you advise that the Department of State requires a certificate of existence or a certificate of good standing, enclosed herein please find the same from the Ohio Secretary of State with regard to the above-referenced limited liability corporation.

Please advise if you require any further information.

Thank you for your attention to this matter.

Very truly yours,

Michael D. Linn

MDL smh

Enclosure



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

April 13, 2000

MICHAEL D. LINN  
JAVITCH BLOCK EISEN & RATHBONE  
1300 EAST NINTH STREET, 14TH FLOOR  
CLEVELAND, OH 44114-1503

SUBJECT: QUAIL WOODS ESTATES DEVELOPMENT INVESTMENT, L.L.C.  
Ref. Number: W00000009752

We have received your document for QUAIL WOODS ESTATES DEVELOPMENT INVESTMENT, L.L.C. and your check(s) totaling \$125.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The date first transacted business in Florida within the meaning of s. 607.1501 or 608.501, F.S., must be set forth in section 6 of the application. If the corporation/limited liability company has not yet transacted business in Florida within this meaning, please insert the words "upon qualification" in lieu of a date. (Note: Pursuant to s. 607.1502(4), F.S., this office collects a civil penalty of \$1000 for each year other than the application filing year, that a foreign corporation or limited liability company transacts business in this state without authority along with the past annual report/uniform business report fees due this office.)

The document must contain the usual business addresses of its managing members or managers.

A certificate of existence, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6913.

Diane Cushing  
Corporate Specialist

Letter Number: 600A00020286



FLORIDA DEPARTMENT OF STATE

Katherine Harris

Secretary of State

April 25, 2000

MICHAEL D. LINN  
JAVITCH BLOCK EISEN & RATHBONE  
1300 EAST NINTH STREET, 14TH FLOOR  
CLEVELAND, OH 44114-1503

SUBJECT: QUAIL WOODS ESTATES DEVELOPMENT INVESTMENT, L.L.C.  
Ref. Number: W00000009752

We have received your document for QUAIL WOODS ESTATES DEVELOPMENT INVESTMENT, L.L.C. and your check(s) totaling \$125.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

You failed to make the correction(s) requested in our previous letter.

A certificate of existence or a certificate of good standing, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

The document must contain the usual business addresses of its managing members or managers.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6913.

Diane Cushing  
Corporate Specialist

Letter Number: 400A00022558

**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. Quail Woods Estates Development Investment, L.L.C.  
(Name of foreign limited liability company)

2. Ohio  
(Jurisdiction under the law of which foreign limited liability company is organized)

3. 59-3629292  
(FEI number, if applicable)

4. February 23, 2000  
(Date of Organization)

5. 2030  
(Duration: Year limited liability company will cease to exist or "perpetual")

6. Upon Qualification  
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))

7. 11983 Tamiami Trail North, Suite 156, Naples, Florida 34110

(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:

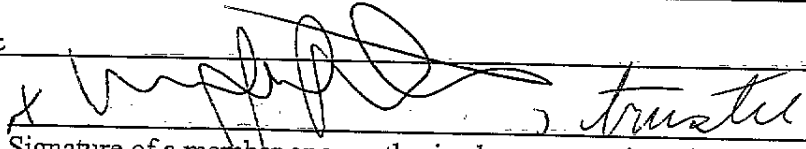
✓ Real Estate Development % 11983 Tamiami Trail  
Suite 156  
Naples, FL 34110

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00 MAY 30 PM 1:58  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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.)

Victor M. Javitch, Trustee

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:

Quail Woods Estates Development Investment, L.L.C.

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

Elliot P. Guttenplan  
(Name)

11983 Tamiami Trail, North, Suite 156  
Florida street address (P.O. Box **NOT** ACCEPTABLE)

Naples FL 34110  
City/State/Zip

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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*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..*

Elliot P. Guttenplan

(Signature)

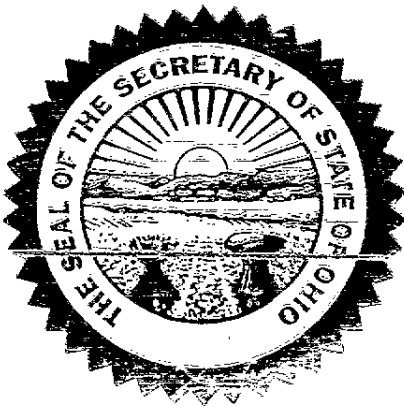
Elliot P. Guttenplan

<input checked="" type="checkbox"/> \$ 100.00	Filing Fee for Application
\$ 25.00	Designation of Registered Agent
\$ 30.00	Certified Copy (optional)
\$ 5.00	Certificate of Status (optional)

UNITED STATES OF AMERICA,  
STATE OF OHIO,  
OFFICE OF THE SECRETARY OF STATE.

}

*I, J. Kenneth Blackwell, do hereby certify that I am the duly elected, qualified and present acting Secretary of State for the State of Ohio, and as such have custody of the records of Ohio and Foreign corporations; that said records show QUAIL WOODS ESTATES DEVELOPMENT INVESTMENT, L.L.C., an Ohio Limited Liability Company, Registration No. 1137719, was organized within the State of Ohio on March 2, 2000 and is currently in FULL FORCE AND EFFECT upon the records of this office.*



WITNESS my hand and official seal

Columbus, Ohio on

May 16, 2000

*J. Kenneth Blackwell*

J. Kenneth Blackwell  
Secretary of State

FILED  
00 MAY 30 PM 1:58  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA