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ACCOUNT NO. : 072100000032

REFERENCE : 802724 4804661

AUTHORIZATION :

Patricia Pigute

COST LIMIT : \$ 125.00

ORDER DATE : August 17, 2000

ORDER TIME : 2:07 PM

ORDER NO. : 802724-005

200003375252--6

CUSTOMER NO: 4804661

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

FOREIGN FILINGS

NAME: THE VILLAS AT TAMPA BAY, 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: Jeanine Reynolds

EXT 1133

FILED
00 AUG 28 AM 9:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

100-1725
8/29

RECEIVED
00 AUG 28 PM 3:18
DIVISION OF CORPORATION

**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 TRANSACTIONS BUSINESS IN THE STATE OF FLORIDA:

1. THE VILLAS AT TAMPA BAY, LLC
(Name of foreign limited liability company)
2. Delaware
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 59-3646758
(FEI number, if applicable)
4. April 18, 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, Ste. 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:

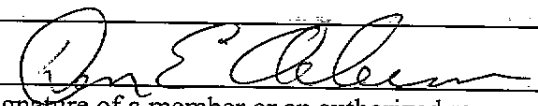
Don E. Ackerman - 137 S. Pebble Beach Boulevard, Ste. 201, Sun City Center, FL 33573

Alfred Hoffman, Jr. - 137 S. Pebble Beach Boulevard, Ste. 201, Sun City Center, FL 33573

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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: Develop, construct and
sell villa 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.)

DON E. ACKERMAN

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 TAMPA BAY, 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

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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)

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "THE VILLAS AT TAMPA BAY, 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 SEVENTEENTH DAY OF AUGUST, A.D. 2000.



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A handwritten signature in cursive script, reading "Edward J. Freel", is written over a horizontal line.

Edward J. Freel, Secretary of State

AUTHENTICATION: 0626217

DATE: 08-17-00