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ACCOUNT NO. : 072100000032

REFERENCE : 870918 4804661

AUTHORIZATION :

Patricia Pigato

COST LIMIT : \$ 125.00

ORDER DATE : October 20, 2000

ORDER TIME : 10:38 AM

ORDER NO. : 870918-015

CUSTOMER NO: 4804661

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

APPROVED
AND
FILED
00 OCT 30 PM 12:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FOREIGN FILINGS

400003443604--4

NAME: ASTON GARDENS AT VENICE, 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: Sandra Mathis EXT 1165

RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
00 OCT 30 AM 11:34
TO ACHIEVE
SUFFICIENCY OF FILINGS

JB
10-30-00

**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. ASTON GARDENS AT VENICE, 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. September 26, 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)

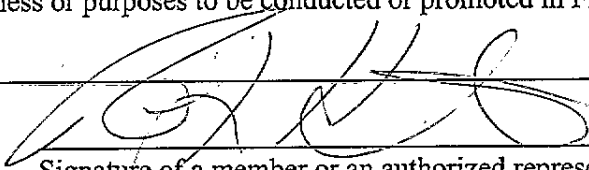
8. If limited liability company is a manager-managed company, check here ☒

9. The name and usual business addresses of the managing members or managers are as follows:

Aston Investors LLC - 137 S. Pebble Beach Boulevard, Ste. 201, Sun City Center, FL 33573

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: Management of property.


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.)

Richard Hutchinson, CFO of Aston Investors LLC, the Manager
Typed or printed name of signee

00 OCT 30 PM 12:46
AND
FILED
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:

ASTON GARDENS AT VENICE, 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 OCT 30 PM 12:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ASTON GARDENS AT VENICE, 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 TWENTIETH DAY OF OCTOBER, A.D. 2000.



Edward J. Freel
Edward J. Freel, Secretary of State

AUTHENTICATION: 0746218

DATE: 10-20-00

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APPROVED
AND
FILED
00 OCT 30 PM 12:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA