

**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. NOB HILL LANDINGS, LLC, a Delaware limited liability company
(Name of foreign limited liability company)

2. State of Delaware 3. (applied for)
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. December 26, 2000 5. perpetual
(Date of Organization) (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. 3250 Mary Street, Suite 306
Miami, Florida 33133
(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:
Paul C. Steinfurth
3250 Mary Street, Suite 306
Miami, Florida 33133

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


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.)
Paul C. Steinfurth, Manager
Typed or printed name of signee

01 JAN - 8 PM 12:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
APPROVED
AND
FILED

**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:

NOB HILL LANDINGS, LLC, a Delaware limited liability company

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

Paul C. Steinfurth

(Name)

3250 Mary Street, Suite 306

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

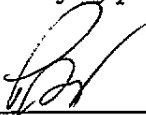
Miami

FL

33133

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)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

01 JAN - 8 PM 12:40

APPROVED
AND
FILED

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "NOB HILL LANDINGS, 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 TWENTY-EIGHTH DAY OF DECEMBER, A.D. 2000.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.



Edward J. Freel, Secretary of State

AUTHENTICATION: 0882974

DATE: 12-28-00

3335745 8300

001654763

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

01 JAN -8 PM 12:40

APPROVED
AND
FILED