

M010000000751
MURTHA CULLINA
ROCHE CARENS & DEGIACOMO

A LIMITED LIABILITY PARTNERSHIP

99 HIGH STREET
BOSTON, MASSACHUSETTS 02110-2320

TELEPHONE (617) 457-4000
FACSIMILE (617) 482-3868
www.murthalaw.com

March 26, 2001

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

400003944114--8
-04/02/01--01145--016
*****130.00 *****130.00

RE: Winn Southern Management, LLC

Dear Sir/Madam:

Enclosed please find an Application by Foreign Limited Liability Company for Authority to Transact Business in Florida submitted by the above-referenced limited liability company. Also enclosed is this firm's check in the amount of \$130.00 to cover the cost of the filing fee, registered agent designation and obtaining a Certificate of Status.

Thank you for your courtesy and assistance in this matter. Please do not hesitate to call if you have any questions.

Very truly yours,

Cristal M. Reed

Cristal M. Reed
Paralegal

Enclosures

FILED
01 APR -2 PM 8:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

mt
4/5

**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. Winn Southern Management, LLC
(Name of foreign limited liability company)
2. Massachusetts
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 04-355001
(FEI number, if applicable)
4. March 15, 2001
(Date of Organization)
5. Perpetual
(Duration: Year limited liability company will cease to exist or "perpetual")
6. March 15, 2001
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. Six Faneuil Hall Marketplace
Boston, MA 02109
(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:

Samuel Ross, Six Faneuil Hall Marketplace, Boston, MA 02109

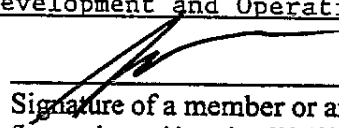
Lawrence H. Curtis, Six Faneuil Hall Marketplace, Boston, MA 02109

Michael T. Putziger, 99 High Street, 20th Floor, Boston, MA 02110

FILED
01 APR -2 PM 8:31
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: Ownership,
Management, Development and Operation of real estate and rental housing.


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.)

Samuel Ross, a Manager duly authorized
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:

Winn Southern Management, LLC

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

CT Corporation System

(Name)

1200 South Pine Island Road

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

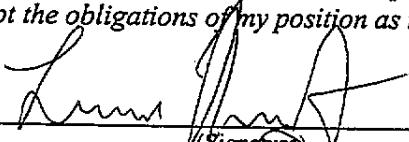
Plantation

FL

33324

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)
LAUREN H. KREATZ,

SPECIAL ASSISTANT SECRETARY

\$ 100.00	Filing Fee for Application
\$ 25.00	Designation of Registered Agent
\$ 30.00	Certified Copy (optional)
\$ 5.00	Certificate of Status (optional)

FILED
01 APR 2001
TALLAHASSEE
SECRETARY OF STATE



William Francis Galvin
Secretary of the
Commonwealth

The Commonwealth of Massachusetts

Secretary of the Commonwealth

State House, Boston, Massachusetts 02133

March 20, 2001

TO WHOM IT MAY CONCERN:

I hereby certify that a certificate of registration of a Limited Liability Company was filed in this office by

WINN SOUTHERN MANAGEMENT, LLC

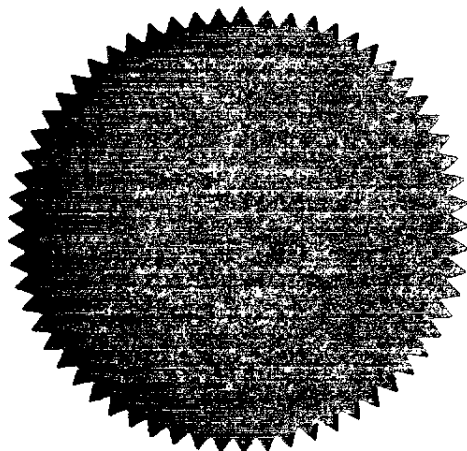
in accordance with the provisions of Massachusetts General Laws Chapter 156C on **March 15, 2001.**

I further certify that said Limited Liability Company has filed all annual reports due and paid all fees with respect to such reports; that said Limited Liability Company has not filed a certificate of cancellation or withdrawal; and that, said Limited Liability Company is in good standing with this office.

I also certify that the names of all managers listed in the most recent filing are:
LAWRENCE H. CURTIS, SAMUEL T. ROSS, MICHAEL T. PUTZIGER

I further certify, the names of all persons authorized to execute documents filed with this office and listed in the most recent filing are: **LAWRENCE H. CURTIS, SAMUEL T. ROSS, MICHAEL T. PUTZIGER**

The names of all persons authorized to act with respect to real property listed in the most recent filing are: **LAWRENCE H. CURTIS, SAMUEL T. ROSS, MICHAEL T. PUTZIGER**



In testimony of which,

I have hereunto affixed the

Great Seal of the Commonwealth

on the date first above written.

William Francis Galvin

Secretary of the Commonwealth

FILED

APR -2 PM '01