

M01 000000816

01 APR 11 PM 3:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

CORPORATION(S) NAME

BCP Cypress Point LLC

0

000003992550--8
04/11/01 01873-008
****125.00 ****125.00

- Profit
- Nonprofit
- Foreign
- Limited Partnership
- LLC
- Certified Copy
- Call When Ready
- Walk In
- Mail Out
- Amendment
- Dissolution/Withdrawal
- Reinstatement
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- Name Registration
- Fictitious Name
- Photocopies
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- Merger
- Mark
- Other
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- Pick Up

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DIVISION OF CORPORATION

Name _____ 4/11/01 _____ Order#: 4032971
 Availability _____
 Document _____
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 Updater _____
 Verifier _____
 W.P. Verifier _____ Amount: \$ _____

M01-816
JK

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

CB

**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 TRANSACT BUSINESS IN THE STATE OF FLORIDA:

- 1. BCP Cypress Point LLC
(Name of foreign limited liability company)
- 2. Massachusetts
(Jurisdiction under the law of which foreign limited liability company is organized)
- 3. Applied For
(FEI number, if applicable)
- 4. 4/9/01
(Date of Organization)
- 5. December 31, 2055
(Duration: Year limited liability company will exist or "perpetual")
- 6. Upon Qualification
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
- 7. c/o Boston Capital Corporation, One Boston Place,
Suite 2100, Boston, Massachusetts 02108-4406
(Street address of principal office)

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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:
- BCP Management, Inc.
 - c/o Boston Capital Corporation
 - One Boston Place, Suite 2100
 - Boston, Massachusetts 02108-4406

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: To participate as a general partner in one or more limited liability companies or limited partnerships engaged in the ownership, development and/or operation of real estate. The business of the LLC shall include participation in such activities as are related and incidental to the above.

BCP Management, Inc.
 By: [Signature], Treasurer
 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.)
Anthony A. Nickas, Treasurer
 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:

BCP Cypress Point LLC

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

C T Corporation System

(Name)

c/o C T Corporation System, 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.

C T Corporation System

Amy Berdeletti
(Signature)

**AMY BERTELETTI
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)

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TALLAHASSEE, FLORIDA

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William Francis Galvin
Secretary of the
Commonwealth

The Commonwealth of Massachusetts

Secretary of the Commonwealth

State House, Boston, Massachusetts 02133

April 9, 2001

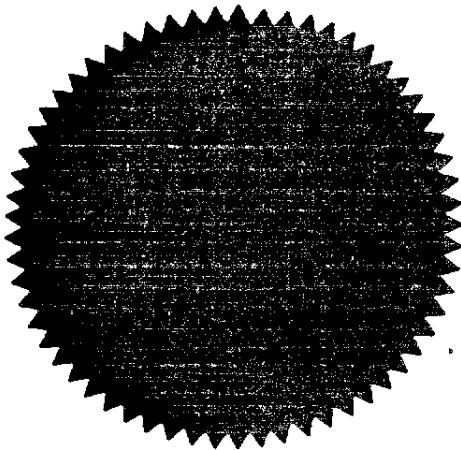
TO WHOM IT MAY CONCERN:

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

BCP CYPRESS POINT LLC

in accordance with the provisions of Massachusetts General Laws Chapter 156C on April 9, 2001.

I further certify that said Limited Liability Company has not filed a certificate of cancellation; and that, so far as appears of record, said Limited Liability Company has legal existence.



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