

April 10, 2001

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

SENT VIA US MAIL

Dear Sir or Madam;

Enclosed please find an Application by Foreign Limited Liability Company (Soleil LV, LLC) and an Application by Foreign Corporation (Consolidated Realty, Inc.) for Authorization to Transact Business in Florida. I have also enclosed two checks totaling \$195.00 for the filing fees.

Please send the letter of acknowledgement to:

Consolidated Realty, Inc.  
Attn: Jennifer Granger  
801 S. Rampart Blvd., Ste. 200  
Las Vegas, Nevada 89145

300004011803--3  
-04/17/01--01007--026  
\*\*\*\*125.00 \*\*\*\*125.00

Thank you and if you have any questions please feel free to call me toll free at 877-800-9499.

Sincerely,

*Jennifer Granger*  
Jennifer Granger  
Paralegal

encl:

FILED  
01 APR 24 PM 10:04  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

mtu

4/24

Eight Hundred One South Rampart, Suite 200  
Las Vegas, Nevada 89145  
702.967.5000 • Fax 702.364.0360

**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. SOLEIL LV, LLC  
(Name of foreign limited liability company)
2. NEVADA  
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 88-0390313  
(FEI number, if applicable)
4. 09/15/97  
(Date of Organization)
5. 2047  
(Duration: Year limited liability company will cease to exist or "perpetual")
6. WAITING FOR APPROVALS  
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 801 S. RAMPART BLVD., STE. 200  
LAS VEGAS, NEVADA 89145  
(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:

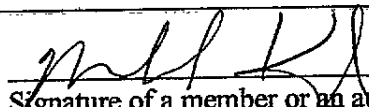
|                |                                |               |       |
|----------------|--------------------------------|---------------|-------|
| ARTHUR SPECTOR | 801 S. RAMPART BLVD., STE. 200 | LAS VEGAS, NV | 89145 |
| MICHAEL KAPLAN | 801 S. RAMPART BLVD., STE. 200 | LAS VEGAS, NV | 89145 |

01 AUG 24 PM 10 04  
FILED  
STATE OF 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: \_\_\_\_\_

TIMESHARE SALES/TELEMARKETING

  
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.)

MICHAEL KAPLAN - MANAGER/SECRETARY

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:

SOLEIL LV, LLC

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

CT CORPORATION SYSTEM

(Name)

1200 S. 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.*

TARA COFER  
Special Assistant Secretary

(Signature)

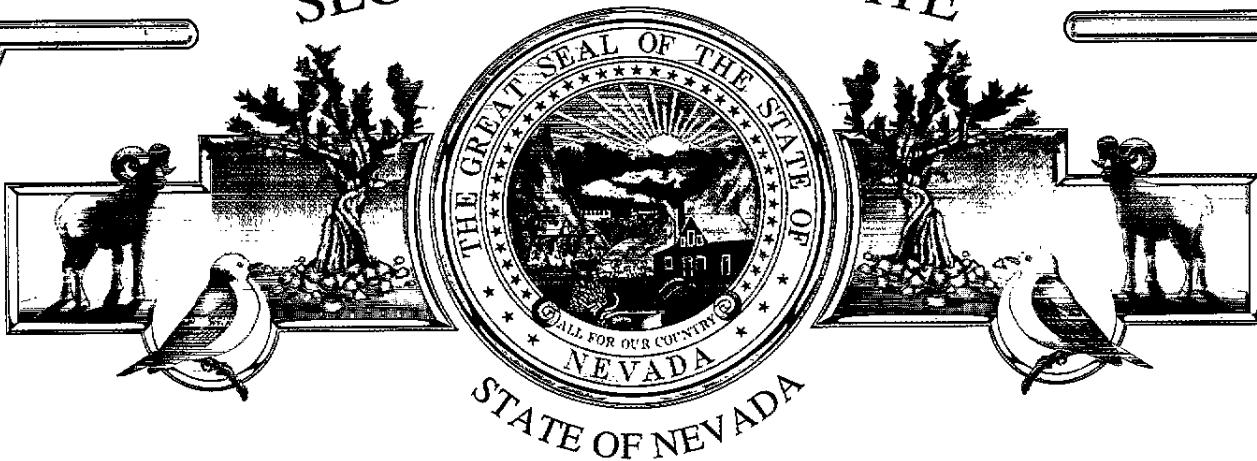
**\$ 100.00 Filing Fee for Application**  
**\$ 25.00 Designation of Registered Agent**  
**\$ 30.00 Certified Copy (optional)**  
**\$ 5.00 Certificate of Status (optional)**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

01 APR 24 PM 10:14

FILED

# SECRETARY OF STATE



## CERTIFICATE OF EXISTENCE WITH STATUS IN GOOD STANDING

I, DEAN HELLER, the duly elected and qualified Nevada Secretary of State, do hereby certify that I am, by the laws of said State, the custodian of the records relating to filings by corporations, limited-liability companies, limited partnerships, and limited-liability partnerships pursuant to Title 7 of the Nevada Revised Statutes which are either presently in a status of good standing or were in good standing for a time period subsequent of 1976 and am the proper officer to execute this certificate.

I further certify that the records of the Nevada Secretary of State, at the date of this certificate, evidence, **SOLEIL LV, LLC** as a Limited Liability Company duly organized under the laws of Nevada and existing under and by virtue of the laws of the State of Nevada since **September 15, 1997**, and is in good standing in this state.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office, in Las Vegas, Nevada, on **April 9, 2001**.

*Dean Heller*

Secretary of State

By

*Laurie M Burgess*

Certification Clerk

