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ACCOUNT NO. : 072100000032

REFERENCE : 146138 7271340

AUTHORIZATION : *Patricia Pigato*

COST LIMIT : \$ 125.00

RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
2001 MAY 10 PM 4:40
TO ACKNOWLEDGE
SUFFICIENCY OF FILING

ORDER DATE : May 10, 2001

ORDER TIME : 3:53 PM

ORDER NO. : 146138-010

CUSTOMER NO: 7271340

CUSTOMER: Ms. Rosario Sacheri
Capital Companies
161 Collins Avenue
Second Floor
Miami, FL 33189

FOREIGN FILINGS

NAME: ZOE SB-I, LLC

400004195314--8

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight -- EXT# 1156

EXAMINER: *JB*
5/11/01

APPROVED
AND
FILED
01 MAY 10 AM 8:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**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. ZOE SB-I, LLC
(Name of foreign limited liability company)

2. State of Delaware 3. 65-1075814
(Jurisdiction under the law of which foreign limited liability company is organized) (FBI number, if applicable)

4. Feb 12 - 2001 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.))

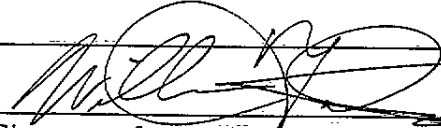
7. 161 Collins Ave 2nd floor
Miami Beach Fla 33139
(Street address of principal office)

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:
William Foster 161 Collins Ave. 2nd Floor
Miami Beach Fla 33139

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.)

William Foster

Typed or printed name of signee

01 MAY 10 AM 8:32
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:

ZOE SB I, LLC

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

WILLIAM FOSTER
(Name)

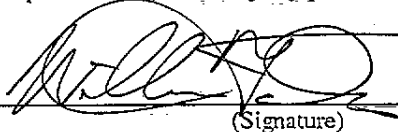
161 COLLINS AVENUE, 2ND FLOOR
Florida street address (P.O. Box NOT ACCEPTABLE)

MIAMI BEACH FL 33139
City/State/Zip

01 MAY 10 AM 8:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
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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)

State of Delaware
Office of the Secretary of State

PAGE 1

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ZOE SB-I, 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 TWELFTH DAY OF FEBRUARY, A.D. 2001.

APPROVED
AND
FILED
01 MAY 10 AM 8:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3353632 8300

AUTHENTICATION: 0966979

010068731

DATE: 02-12-01