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June 7, 2001

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

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-06/13/01--01094--014
****125.00 ****125.00

Re: Application By Foreign Limited Liability Company for Authorization to Transact
Business in Florida

Dear Sir/Madam:

Enclosed for filing please find the following materials:

1. One original and one photocopy of the Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida for Caloosa Properties, LLC;
2. A Certificate of Good Standing for Caloosa Properties, LLC as received from the State of Massachusetts;
3. Check number 1553 made payable to the Florida Department of State for \$125.00; the fee for the processing of the above-referenced Application;
4. One original and one photocopy of the Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida for Caloosa Shores, LLC;
5. A Certificate of Good Standing for Caloosa Shores, LLC as received from the State of Massachusetts;
6. Check number 1555 made payable to the Florida Department of State for \$125.00; the fee for the processing of the above-referenced Application;
7. One original and one photocopy of the Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida for Gulf Coast Shores, LLC;
8. A Certificate of Good Standing for Gulf Coast Shores, LLC as received from the State of Massachusetts;
9. Check number 1557 made payable to the Florida Department of State for \$125.00; the fee for the processing of the above-referenced Application;

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TALLAHASSEE, FLORIDA

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Division of Corporations
June 7, 2001
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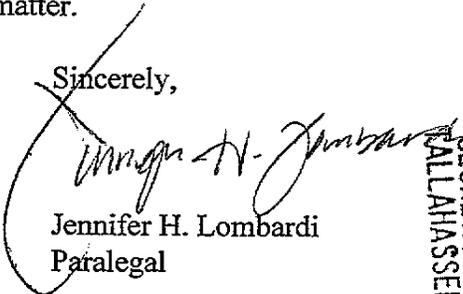
10. One original and one photocopy of the Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida Southwest Shores, LLC;
11. A Certificate of Good Standing for Southwest Shores, LLC as received from the State of Massachusetts; and
12. Check number 1559 made payable to the Florida Department of State for \$125.00; the fee for the processing of the above-referenced Application.

Please process the enclosed at your earliest convenience, date-stamp the photocopy of each Application to verify receipt of the enclosed filing materials and return it so stamped within the self-addressed, stamped envelope as provided for your convenience.

I may be reached at 508.416.2459 should you have any questions regarding this request or if you require additional information.

Thank you for your assistance with this matter.

Sincerely,


Jennifer H. Lombardi
Paralegal

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

/jhl
Enclosures

cc: John F. Blais, Jr.
Joseph P.J. Vrabel, Esquire

**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. Caloosa Properties, LLC
(Name of foreign limited liability company)

2. Massachusetts 3. _____
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. 5-31-01 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. Principal office in Florida: 9818 Red Reef Court, Ft. Myers, FL 33919
Principal office in Massachusetts: 1661 Worcester Rd., Suite 303, Framingham, MA 01701
(Street address of principal office)

8. If limited liability company is a manager-managed company, check here

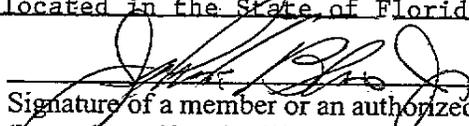
9. The name and usual business addresses of the managing members or managers are as follows:

<u>John F. Blais, Jr., Managing Member</u>	<u>James W. Hooper, Manager</u>
<u>1661 Worcester Road, Suite 303</u>	<u>9818 Red Reef Court</u>
<u>Framingham, Massachusetts 01701</u>	<u>Ft. Myers, FL 33919</u>

9A. Registered Agent: James W. Hooper, 9818 Red Reef Court, Ft. Myers, FL 33919

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 purchase, own and hold real property located in the State of Florida for investment purposes.


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.)

John F. Blais, Jr.
Typed or printed name of signee

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 01 JUN 13 AM 9:45
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

**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:

Caloosa Properties, LLC

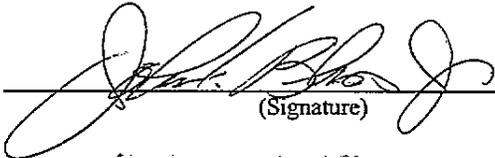
2. The name and the Florida street address of the registered agent and office are:

James W. Hooper
(Name)

9818 Red Reef Court
Florida street address (P.O. Box **NOT** ACCEPTABLE)

Ft. Myers, FL 33919
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)

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01 JUN 13 AM 9:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



William Francis Galvin
Secretary of the
Commonwealth

The Commonwealth of Massachusetts

Secretary of the Commonwealth

State House, Boston, Massachusetts 02133

June 5, 2001

TO WHOM IT MAY CONCERN:

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

CALOOSA PROPERTIES, LLC

in accordance with the provisions of Massachusetts General Laws Chapter 156C on **May 31, 2001.**

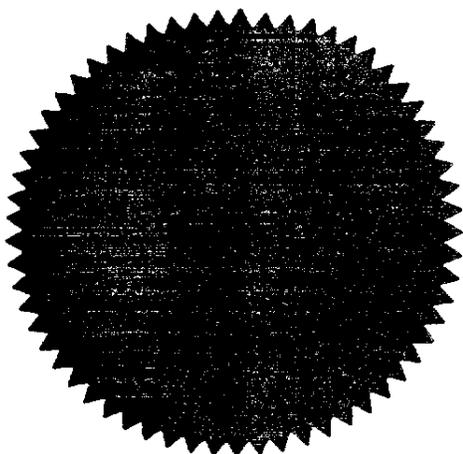
I further certify that said Limited Liability Company has filed all annual reports due and paid all fees with respect to such reports; that said Limited Liability Company has not filed a certificate of cancellation or withdrawal; and that, said Limited Liability Company is in good standing with this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

I also certify that the names of all managers listed in the most recent filing are: **JOHN F. BLAIS, JR., JAMES W. HOOPER**

I further certify, the names of all persons authorized to execute documents with this office and listed in the most recent filing are: **JOHN F. BLAIS, JR., JAMES W. HOOPER**

The names of all persons authorized to act with respect to real property listed in the most recent filing are: **JOHN F. BLAIS, JR.**

FILED
01 JUN 09 AM 9:15
SECRETARY OF STATE
TALLAHASSEE FLORIDA



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