



MDI 000000157B

ACCOUNT NO. : 072100000032

REFERENCE : 218965 4327236

AUTHORIZATION : *Patricia Pignotti*

COST LIMIT : \$ 125.00

ORDER DATE : July 12, 2001

ORDER TIME : 10:57 AM

ORDER NO. : 218965-005

CUSTOMER NO: 4327236

CUSTOMER: Jacqueline Quinn, Legal Asst
Gardner Carton & Douglas
Suite 3400
321 North Clark Street
Chicago, IL 60610-4795

800004481088--7

FOREIGN FILINGS

NAME: BLUFFS, L.L.C.

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Darlene Ward -- EXT# 1135

EXAMINER: *JP*
7-17-01

01 JUL 17 PM 12:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

2001 JUL 17 AM 11:11
TO ACKNOWLEDGE
SUFFICIENCY OF FILING

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. Bluffs, L.L.C.
(Name of foreign limited liability company)

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

4. June 29, 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. 1001 North U.S. Highway One, Suite 875
Jupiter, Florida 33477
(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:

Member - Atlas Offshore Investment Fund Ltd.
Charlotte House, Charlotte Street, 2nd Fl., Nassau, Bahamas

Member - Heritage Hill, L.L.C.
1001 North U.S. Highway One, Suite 875
Jupiter, Florida, 33477

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: Investment Fund

X [Signature]
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.)

Doug Reich
Typed or printed name of signer

01 JUL 17 PM 12:17
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:

Bluffs, L.L.C.

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

Corporation Service Company

(Name)

1201 Hays Street

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

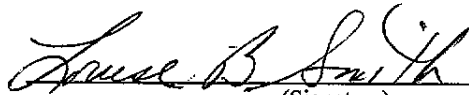
Tallahassee

FL

32301

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)

Louise B. Smith, Assistant Vice President

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

APPROVED
AND
FILED
01 JUL 17 PM 12:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 "BLUFFS, L.L.C." 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 SECOND DAY OF JULY, A.D. 2001.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.

APPROVED
AND
FILED
01 JUL 17 PM 12:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3410263 8300

AUTHENTICATION: 1222110

010318486

DATE: 07-02-01