

CT CORPORATION SYSTEM

M D I 0 0 0 0 0 1 6 8 1

CORPORATION(S) NAME

Royal Palm Busch Gardens, L.L.C.

500004500645--4
-07/26/01-01066-011
****125.00 ****125.00

- Profit
- Nonprofit
- Foreign
- Limited Partnership
- LLC
- Certified Copy
- Call When Ready
- Walk In
- Mail Out
- Amendment
- Dissolution/Withdrawal
- Reinstatement
- Annual Report
- Name Registration
- Fictitious Name
- Photocopies
- Call If Problem
- Will Wait
- Merger
- Mark
- Other
- Change of RA
- UCC
- CUS
- After 4:30
- Pick Up

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

01 JUL 26 PM 2:58

APPROVED
AND
FILED

7/26/01

Order#: 4682458

Ref#: _____

Amount: \$ _____

RECEIVED
 DEPT. OF STATE
 2001 JUL 26 PM 1:00
 NOT RECORDED
 TO ACKNOWLEDGE
 SUFFICIENCY OF FILING

Name _____
 Availability _____
 Document _____
 Examin _____
 Operator _____
 Verifier _____
 W.P. Verifier _____

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

JP
7-26-01

APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO TRANSACT 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. ROYAL PALM BUSCH GARDENS, L.L.C.
(Name of foreign limited liability company)

2. ILLINOIS 3. 36-4440204
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. 5-4-2001 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. 555 Skokie Blvd., Suite 555, Northbrook, IL 60062
(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:

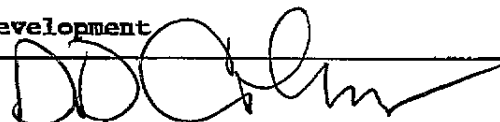
David Colburn, 555 Skokie Blvd., Suite 555, Northbrook, IL 60062

01 JUL 26 PM 2:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

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 investment and development

X 

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.)

David Colburn, Manager

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:

Royal Palm Busch Gardens, L.L.C.

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

C T Corporation System

(Name)

1200 South Pine Island Road

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

Plantation, FL 33324

(City/State/Zip)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

01 JUL 26 PM 2:58

APPROVED
AND
FILED

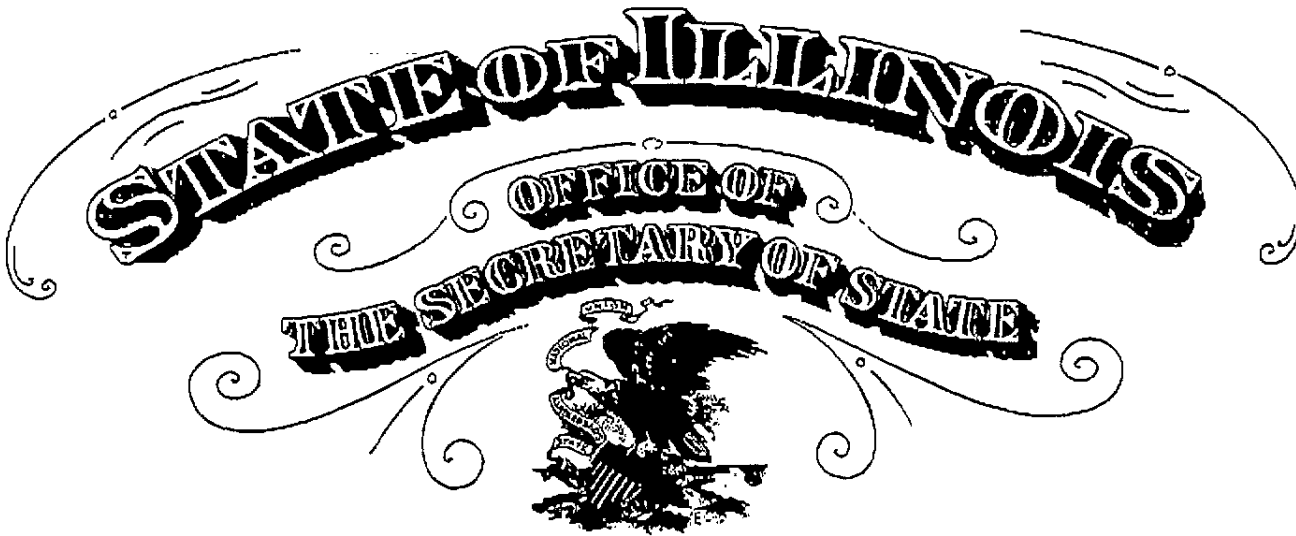
Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all 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.

Anne E Diamond

(Signature)

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

File Number 0054944-4



To all to whom these Presents Shall Come, Greeting:

I, Jesse White, Secretary of State of the State of Illinois, do hereby certify that

ROYAL PALM BUSCH GARDENS, L.L.C.,
 HAVING ORGANIZED IN THE STATE OF ILLINOIS ON MAY 04, 2001,
 APPEARS TO HAVE COMPLIED WITH ALL PROVISIONS OF THE LIMITED
 LIABILITY COMPANY ACT OF THIS STATE RELATING TO THE FILING
 OF THE ARTICLES AND PAYMENT, AND IS ORGANIZED TO TRANSACT
 BUSINESS IN THE STATE OF ILLINOIS.

01 JUL 26 PM 2:58
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

APPROVED
 AND
 FILED

In Testimony Whereof, I, hereto set
my hand and cause to be affixed the Great Seal of
the State of Illinois, this 25TH
day of JULY *A.D.* 2001.



Jesse White

SECRETARY OF STATE