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ACCOUNT NO. : 072100000032

REFERENCE : 490043 4373439

AUTHORIZATION :

COST LIMIT : \$ 155.00

FILED
02 MAR 25 PM 3:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : March 22, 2002

ORDER TIME : 5:38 PM

ORDER NO. : 490043-065

CUSTOMER NO: 4373439

200005153162--0

CUSTOMER: Ms. Felicia Durkin
Akin, Gump, Strauss, Hauer &
19th Floor
590 Madison Avenue
New York, NY 10022

FOREIGN FILINGS

NAME: METRA GRAND LAGOON COVE GP,
LLC

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING

XX CERTIFIED COPY

CONTACT PERSON: Norma Hull -- EXT# 1115

RECEIVED
02 MAR 25 AM 11:27
DIVISION OF CORPORATION
EXAMINER: _____

File First

BK

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. Metra Grand Lagoon Cove GP, LLC
(Name of foreign limited liability company)

2. Delaware
(Jurisdiction under the law of which foreign limited liability company is organized)

3. applied for
(FEI number, if applicable)

4. March 4, 2002
(Date of Organization)

5. Perpetual
(Duration: Year limited liability company will cease to exist or "perpetual")

6. Upon Filing
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))

7. c/o Third Millennium Group, LLC
7700 Congress Avenue, Suite 3106, Boca Raton, FL 33487
(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:

Metra Capital, LLC - c/o Third Millennium Group, LLC

7700 Congress Avenue, Suite 3106, Boca Raton, FL 33487

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.)

See Attached Signature Page

Typed or printed name of signer

02 APR 25 2002
FILED
TALLAHASSEE
STATE
FLORIDA

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

FILED
02 MAR 25 PM 3:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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:

Metra Grand Lagoon Cove GP, LLC

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.


Brian Courtney

(Signature)

Asst. V. Pres.

\$ 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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MAR 25 PM 3:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

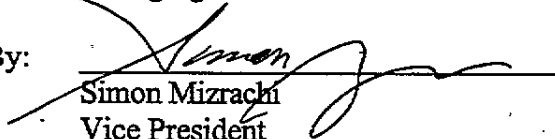
Metra Grand Lagoon Cove GP, LLC, a Delaware limited liability company

By: Metra Capital, LLC, its sole member

By: Third Millennium Partners, LLC, its managing member

By: GM 1 Partners, Inc., its managing member

By:


Simon Mizrahi
Vice President

Delaware

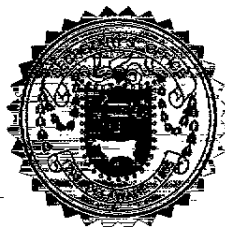
PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "METRA GRAND LAGOON COVE GP, 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 TWENTY-SECOND DAY OF MARCH, A.D. 2002.

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

FILED
02 MAR 25 PM 3:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 1684151

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DATE: 03-22-02