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**Thomas J. DiPilla, Jr.**  
**Attorney at Law**  
101 West Main Street, Second Floor  
Moorestown, New Jersey 08057

FILED  
2002 APR -4 AM 10:55  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

Member N.J., P.A. and D.C. Bars

Telephone (856) 642-0555

Telefax (856) 642-1846

File No. 305.21

April 1, 2002

Florida Department of State  
Registration Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

100005191631--9  
-04/04/02--01030--011  
\*\*\*\*125.00 \*\*\*\*125.00

Re: Estate Homes at Hilltop, LLC

Dear Sir/Madam:

Enclosed for filing with regard to the above referenced New Jersey limited liability company please find the following:

- Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida
- Certificate of Designation of Registered Agent/Registered Office
- Original Certificate of Good Standing from New Jersey Department of Treasury
- Our check in the amount of \$125.00, which represents the appropriate fee in this matter

It is my understanding that a letter of acknowledgment will be issued upon registration. Thank you in advance for your kind consideration and cooperation in this matter.

Very truly yours,

  
THOMAS J. DiPILLA, JR.

TJD:pjg

Enclosures

cc: Estate Homes at Hilltop, LLC

c:\Letters\Ltr.FloridaDivCorporations.4.1.02

J. BRYAN APR - 5 2002

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:

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1. Estate Homes at Hilltop, LLC  
(Name of foreign limited liability company)

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

3. 04-3627279  
(FEI number, if applicable)

4. March 18, 2002  
(Date of Organization)

5. March 1, 2032  
(Duration: Year limited liability company will cease to exist or "perpetual")

6. Upon filing and approval of this Application  
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))

7. 803 Birchfield Dr.  
Mt. Laurel, NJ 08054  
(Street address of principal office)

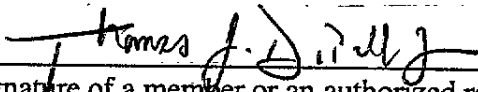
8. If limited liability company is a manager-managed company, check here

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

CBD Development, Inc.  
803 Birchfield Dr.  
Mt. Laurel, NJ 08054  
Attn: David A. Waronker, President

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 acquisition, development and construction

  
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.)

Thomas J. DiPilla, Jr., Esquire  
Typed or printed name of signee  
Attorney for Estate Homes at Hilltop, LLC

### 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:

Estate Homes at Hilltop, LLC

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

David A. Waronker

(Name)

215 Celebration Place, Suite 500

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

Celebration FL 34747

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)

David A. Waronker

- \$ 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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TALLAHASSEE, FLORIDA

STATE OF NEW JERSEY  
DEPARTMENT OF TREASURY  
SHORT FORM STANDING

ESTATE HOMES AT HILLTOP, LLC

*I, the Treasurer of the State of New Jersey,  
do hereby certify that the above-named  
New Jersey Domestic Limited Liability Company was  
registered by this office on March 18, 2002.*

*As of the date of this certificate, said business  
continues as an active business in good standing  
in the State of New Jersey, and its Annual Reports  
are current.*

*I further certify that the registered agent and  
registered office are:*

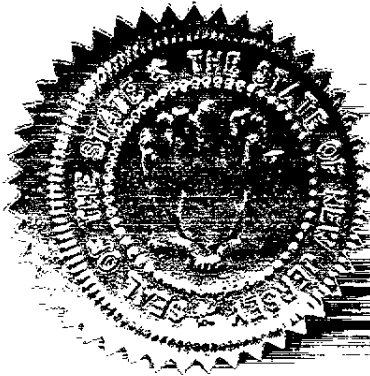
*David A Waronker  
803 Birchfield Drive  
Mt Laurel, NJ 08054*

*Continued on next page . . .*

STATE OF NEW JERSEY  
DEPARTMENT OF TREASURY  
SHORT FORM STANDING

ESTATE HOMES AT HILLTOP, LLC

IN TESTIMONY WHEREOF, I have  
hereunto set my hand and  
affixed my Official Seal  
at Trenton, this  
25th day of March, 2002



A handwritten signature in cursive script, appearing to read "John E. McCormac".

John E McCormac, CPA  
State Treasurer