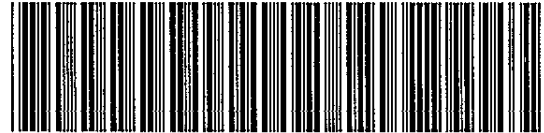


M 02000000 3417

FILED  
02 DEC 19 PM 1:42

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



500009469345

12/20/02--01001--015 \*\*350.00

\_\_\_\_\_  
(Requestor's Name)

\_\_\_\_\_  
(Address)

\_\_\_\_\_  
(Address)

\_\_\_\_\_  
(City/State/Zip/Phone #)

PICK-UP    WAIT    MAIL

\_\_\_\_\_  
(Business Entity Name)

\_\_\_\_\_  
(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only

RECEIVED  
02 DEC 19 PM 4:49

AL



UCC FILING & SEARCH SERVICES, INC.  
 526 East Park Avenue  
 Tallahassee, Florida 32301  
 (850) 681-6528

FILED  
 02 DEC 19 PM 1:42  
 SECRETARY OF STATE  
 TALLAHASSEE, FLORIDA

**HOLD**  
 FOR PICKUP BY  
 UCC SERVICES  
 OFFICE USE ONLY

919976/700

December 19, 2002

**CORPORATION NAME (S) AND DOCUMENT NUMBER (S):**

Flagler Pointe Holdings, LLC

**Filing Evidence**

- Plain/Confirmation Copy
- Certified Copy

**Retrieval Request**

- Photocopy
- Certified Copy

**Type of Document**

- Certificate of Status
- Certificates of Good Standing - 4
- Articles Only
- All Charter Documents to Include Articles & Amendments
- Fictitious Name Certificate
- Other

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	Non Profit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of RA Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Reports
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation
<input type="checkbox"/>	Reinstatement

REGISTRATION/QUALIFICATION	
<input checked="" type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

FILED

02 DEC 19 PM 1:42

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO TRANACT BUSINESS IN FLORIDA**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANACT BUSINESS IN THE STATE OF FLORIDA:*

1. FLAGLER POINTE HOLDINGS, LLC  
(Name of foreign limited liability company)

2. DELAWARE 3. 13-4227216  
(Jurisdiction under the law of which foreign limited liability company is organized) (PEI number, if applicable)

4. DECEMBER 16, 2002 5. DECEMBER 31, 2052  
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")

6. N/A  
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))

7. C/O CRESCENT HEIGHTS OF AMERICA, INC.  
2930 BISCAYNE BOULEVARD, MIAMI, FL 33137  
(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:

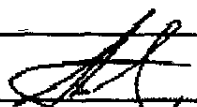
SONNY KAHN, MEMBER, 2930 BISCAYNE BOULEVARD, MIAMI, FL 33137

RUSSELL GALBUT, MEMBER, 2930 BISCAYNE BOULEVARD, MIAMI, FL 33137

MENIN 1888 FAMILY TRUST, 2930 BISCAYNE BOULEVARD, MIAMI, FL 33137

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

  
Authorized Person  
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.)  
SHARON CHRISTENBURY, AUTHORIZED PERSON  
Typed or printed name of signee

FILED

02 DEC 19 PM 1:42

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:

FLAGLER POINTE HOLDINGS, LLC

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

NRAI Services, Inc.

(Name)

526 E. Park Avenue

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.*

NRAI Services, Inc.

By: W. Edward Hand, Asst. Sec.

(Signature)

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

# Delaware

*The First State*

PAGE FILED

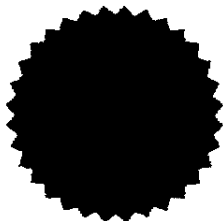
02 DEC 19 PM 1:42

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "FLAGLER POINTE HOLDINGS, 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 NINETEENTH DAY OF DECEMBER, A.D. 2002.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "FLAGLER POINTE HOLDINGS, LLC" WAS FORMED ON THE SIXTEENTH DAY OF DECEMBER, A.D. 2002.

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



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 2159031

DATE: 12-19-02

3603120 8300

020783918