

MD4 0000 07962

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

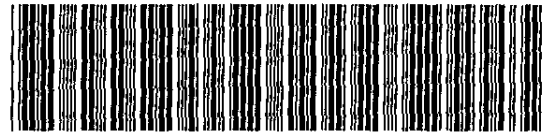
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



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04/06/04--01037--001 **100.00

05/18/04--01062--007 **25.00

MD4 1912
OR

STATE
FLORIDA



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

April 14, 2004

CHARLES JOHANNIS
920 SOUTH WAUKEGAN ROAD
LAKE FOREST, IL 60045

SUBJECT: LIBERTY PLACE - ORLANDO, LLC
Ref. Number: W04000014416

We have received your document for LIBERTY PLACE - ORLANDO, LLC and check(s) totaling \$100.00. However, the document has not been filed and is being retained in this office for the following reason(s):

There is a balance due of \$25.00. Refer to the attached fee schedule for the breakdown of fees. Please return a copy of this letter to ensure your money is properly credited.

The fees to file a Florida Limited Liability Company or register a Foreign Limited Liability Company are as follows: \$100 filing fee; and \$25 registered agent designation fee. Please include an additional \$30 for each certified copy requested (optional) and \$5.00 for each certificate of status requested (optional).

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6020.

Tammi Cline
Document Specialist

Letter Number: 604A00024579

**WESTMINSTER
PARTNERS** LLC

920 South Waukegan Road
Lake Forest, Illinois 60045
(847) 735-0722
FAX: (847) 735-0795

Charles D. Johanns
Principal

March 29, 2004

Registration Section
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

RE: Articles of Organization

Attached please find a copy of the Articles of Organization and filing fee for
Liberty Place - Orlando, LLC.

If there are questions, please feel free to call me at the above number.

Very truly yours,



Charles D. Johanns

Encl.

REC'D
MAY 11 2004
CORPORATION
DIVISION

WESTMINSTER
PARTNERS LLC

920 South Waukegan Road
Lake Forest, Illinois 60045
(847) 735-0722
FAX: (847) 735-0795

Charles D. Johanns
Principal

May 7, 2004

Ms. Tammi Cline
Document Specialist
Florida Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

REF: W04000014415
Letter #: 604A00024579

Dear Ms. Cline,

Please replace the previously filed information with the attached Application for Foreign Limited Liability Company.

Also enclosed is a check for the additional \$25.00 requested fee to register a Foreign Limited Liability Company.

Please call me should you have any questions.

Regards,



Charles D. Johanns

Encl.

RECEIVED BY SECRETARY
MAY 11 2004
TALLAHASSEE, FL

**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. Liberty Place Orlando, LLC
(Name of foreign limited liability company)

2. Illinois 3. 56-2414188
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. 11-12-03 5. Ongoing
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")

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

7. Westminster Partners II LLC an Illinois Corporation
920 S. Waukegan Rd, Lake Forest, IL 60045
(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:
MGR = Erik Moskowitz
Westminster Partners
920 S. Waukegan Rd.
Lake Forest, IL 60045

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: Condominium Marketing and Sales

Charles D. Johans
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.)
Charles D. Johans
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:

Liberty Place - Orlando, LLC

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

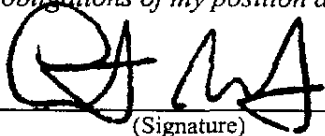
Erik Moskowitz
(Name)

12 S. Osceola

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

Orlando, FL 32801
(City/State/Zip)

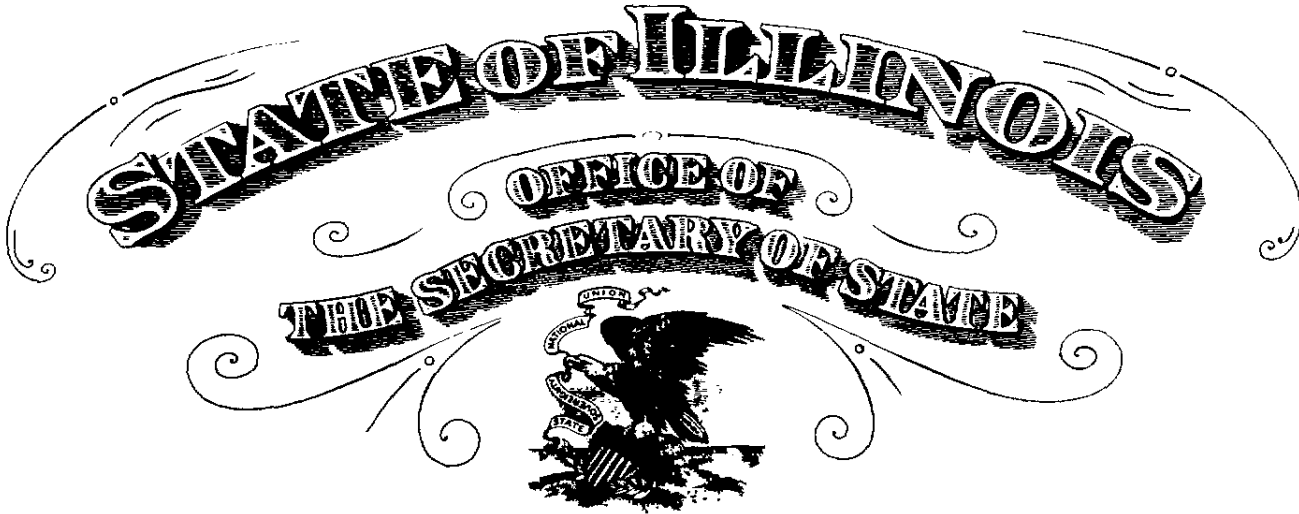
Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all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

\$ 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

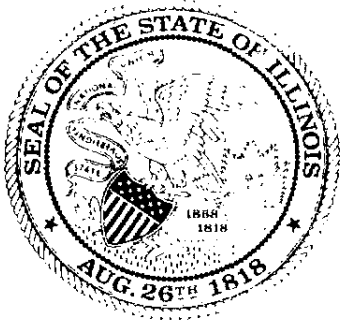
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To all to whom these Presents Shall Come, Greeting:

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

LIBERTY PLACE-ORLANDO, LLC,
HAVING ORGANIZED IN THE STATE OF ILLINOIS ON NOVEMBER 12, 2003,
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.



*In Testimony Whereof, I hereto set
my hand and cause to be affixed the Great Seal of
the State of Illinois, this*
day of *MAY* *3RD* *2004*
A.D.

Jesse White

SECRETARY OF STATE