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FEDERAL EXPRESS

Florida Department of State
Registration Section
409 East Gaines Street
Tallahassee, Florida 32399
Corporations Division

Re: Application by Foreign LLC for Authorization to Transact Business in Florida:
Cove Apartment Properties, LLC

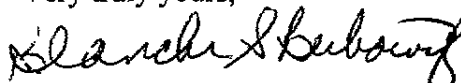
Dear Sir or Madam:

Enclosed please find the above-noted Application to be filed in Florida.

Please file, and return the certified copy to me. I have enclosed a check in the amount of \$155.00 in payment of the filing and certified copy fee.

Please call me if you have any questions concerning this matter. Thank you for your assistance.

Very truly yours,


Blanche S. Berkowitz
Corporate Paralegal

/bsb

Enclosures

cc: Barbara R. Christy

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**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. Cove Apartment Properties, LLC
(Name of foreign limited liability company)
2. North Carolina 3. _____
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)
4. February 9, 2004 5. perpetual
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")
6. March 2004
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 823 N. Elm Street, # 200, Greensboro, North Carolina 27401-1539
(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:

Bell Cove Properties, LLC, Manager

823 N. Elm Street, # 200

Greensboro, North Carolina 27401-1539

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: acquire, own and
operate real property

Steven D. Bell

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.)

Steven D. Bell, Administrative Member of Manager

Typed or printed name of signee

04 FEB 24 AM 10:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**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:

Cove Apartment Properties, LLC

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

Steven D. Bell & Company

(Name)

c/o Le Club @ Saga Bay, 8630 SW 212th Street

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

Miami, FL 33189 Attn: Silvia Hernandez

(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.

St D. Bell

(Signature)

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

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

04 FEB 26 AM 10:43

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State of North Carolina
Department of The Secretary of State

CERTIFICATE OF EXISTENCE
(Limited Liability Company)

I, ELAINE F. MARSHALL, Secretary of State of the State of North Carolina, do hereby certify that

COVE APARTMENT PROPERTIES, LLC

is a limited liability company duly formed under the laws of the State of North Carolina, having been formed on the 9th day of February, 2004, with its period of duration being Perpetual.

I FURTHER certify that the said limited liability company's articles of organization are not suspended for failure to comply with the Revenue Act of the State of North Carolina; that the said limited liability company is not administratively dissolved for failure to comply with the provisions of the North Carolina Limited Liability Company Act; and that the said limited liability company has not filed articles of dissolution as of this date of this certificate.



IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at the City of Raleigh, this 20th day of February, 2004

Elaine F. Marshall
Secretary of State