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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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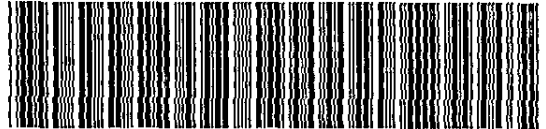
(Business Entity Name)

(Document Number)

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KMK | Keating, Muething & Klekamp PLL
ATTORNEYS AT LAW

KIMBERLEY S. SMITH
DIRECT DIAL: (513) 579-6953
FACSIMILE: (513) 579-6457
E-MAIL: KSMITH@KMKLAW.COM

June 29, 2004

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

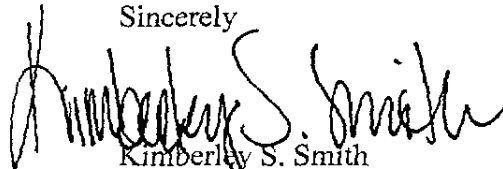
Re: TPFLA Homes, LLC

Dear Sir or Madam:

Enclosed for filing with your office is the Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida for the above-referenced Ohio limited liability company.

I have included a check in the amount of \$125.00 for the required filing fee.

Please file the enclosed accordingly and return evidence of the filing to my attention using the self-addressed, stamped envelope provided.

Sincerely

Kimberley S. Smith
Paralegal

KSS:mxt
Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**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 TRANSACTIONS BUSINESS IN THE STATE OF FLORIDA:

1. TPFLA HOMES, LLC
(Name of Foreign Limited Liability Company)

2. OHIO 3. _____
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. 6/25/04 5. PERPETUAL
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")

6. UPON FILING
(Date first transacted business in Florida, if prior to registration.)
(See sections 608.501 & 608.502 F.S. to determine penalty liability)

7. 1055 ST. PAUL PLACE
CINCINNATI, OHIO 45202
(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:

MARVIN ROSENBERG 1055 ST. PAUL PLACE CINCINNATI, OHIO 45202

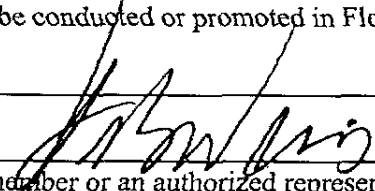
NEIL K. BORTZ 1055 ST. PAUL PLACE CINCINNATI, OHIO 45202

JOHN M. TWOMBLY 1055 ST. PAUL PLACE CINCINNATI, OHIO 45202

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: _____

OWN AND MANAGE 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.)

HERBERT B. WEISS, AUTHORIZED REPRESENTATIVE

Typed or printed name of signee

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:

TPFLA HOMES, LLC

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

QT CORPORATION SYSTEM

(Name)

1200 SOUTH PINE ISLAND ROAD

Florida Street Address (P.O. Box NOT ACCEPTABLE)

PLANTATION

FL 33324

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, Florida Statutes.

Susan J. Metz
(Signature)

Susan J. Metz
Assistant Secretary

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

SECRET
TALLAHASSEE
FLORIDA

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**United States of America
State of Ohio
Office of the Secretary of State**

I, J. Kenneth Blackwell, do hereby certify that I am the duly elected, qualified and present acting Secretary of State for the State of Ohio, and as such have custody of the records of Ohio and Foreign corporations; that said records show TPFLA HOMES, LLC, an Ohio Limited Liability Company, Registration Number 1473154, was organized within the State of Ohio on June 25, 2004, is currently in FULL FORCE AND EFFECT upon the records of this office.



*Witness my hand and the seal of the
Secretary of State at Columbus, Ohio
this 28th day of June, A.D. 2004*

J. Kenneth Blackwell

Ohio Secretary of State

Validation Number: V2004179J79894