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CORPORATION SERVICE COMPANY

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TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032
REFERENCE : 884929 1299A
AUTHORIZATION : *Patricia Pigato*
COST LIMIT : \$ 130.00

ORDER DATE : September 14, 2004
ORDER TIME : 10:52 AM
ORDER NO. : 884929-025
CUSTOMER NO: 1299A
CUSTOMER: Ms. Lisa Watson
Clark Partington Hart Larry
Post Office Box 13010
Pensacola, FL 32591

FOREIGN FILINGS

NAME: FAIRFIELD LAKES APARTMENTS
III-H, LLC

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sara Lea -- EXT# 2914

EXAMINER: _____

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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 TRANSACTION BUSINESS IN THE STATE OF FLORIDA:

1. FAIRFIELD LAKES APARTMENTS III-H, LLC
(Name of Foreign Limited Liability Company)

2. Delaware 3. n/a
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. 9/10/04 5. Perpetual
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")

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

7. 424 Laurent Street
Santa Cruz, CA 95060
(Street Address of Principal Office)

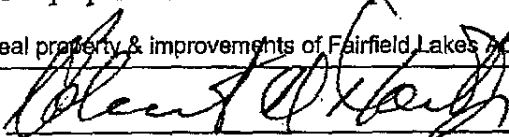
8. If limited liability company is a manager-managed company, check here ☐

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

Pedro J. Castro
424 Laurent Street
Santa Cruz, CA 95060

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: ownership of a tenant in
common interest in real property & improvements of Fairfield Lakes Apartments in Pensacola, Florida



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.)

Robert D. Hart, Jr., authorized representative of member

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:

FAIRFIELD LAKES APARTMENTS III-H, LLC

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

Corporation Service Company

(Name)

1201 Hays Street


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

Tallahassee

FL 32301-2607

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.


(Signature)

Jeanine Reynolds
as its agent

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

Delaware

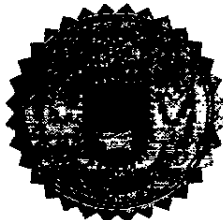
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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "FAIRFIELD LAKES APARTMENTS III-H, 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 THIRTEENTH DAY OF SEPTEMBER, A.D. 2004.

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

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "FAIRFIELD LAKES APARTMENTS III-H, LLC" WAS FORMED ON THE TENTH DAY OF SEPTEMBER, A.D. 2004.



3853452 8300

040659976

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3346014

DATE: 09-13-04