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Florida Department of State  
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DIVISION OF CORPORATION

## FOREIGN LIMITED LIABILITY COMPANY

## WHALOU PROPERTIES III LLC

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of

FAX AUDIT NO.: H04000198720

# 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. Whalou Properties III LLC  
(Name of Foreign Limited Liability Company)
2. Delaware  
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 80-0118984  
(FEI number, if applicable)
4. July 2, 2004  
(Date of Organization)
5. perpetual  
(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. 400 Royal Palm Way, Suite 206, Palm Beach, Florida 33480  
(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:

Serendipity Management Ltd. - R.G. Hodge Plaza, 2nd Floor, Upper Main Street

Wickhamas Cay, Roadtown Tortola, British Virgin Islands

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 investment

Arthur J. Furia  
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.)

Arthur J. Furia, Authorized Representative

Typed or printed name of signee

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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:

Whalou Properties III LLC

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

Valdes-Fauli Corporate Services, Inc.

(Name)

2 South Biscayne Boulevard, Suite 3400

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

Miami

FL 33131

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.*

Valdes-Fauli Corporate Services, Inc.

By: Arthur J. Furia

(Signature)

Arthur J. Furia, Vice President

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

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# Delaware

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## *The First State*

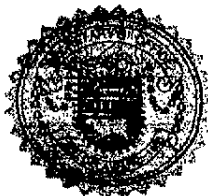
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "WHALOU PROPERTIES III LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FOURTH DAY OF OCTOBER, A.D. 2004.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "WHALOU PROPERTIES III LLC" WAS FORMED ON THE SECOND DAY OF JULY, A.D. 2004.

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

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SECRETARY OF STATE  
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*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3390889

DATE: 10-04-04

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