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ACCOUNT NO. : 072100000032

REFERENCE: 917684

4321791

Contract of the second

AUTHORIZATION /

ORDER DATE: October 7, 2004

ORDER TIME: 10:27 AM

ORDER NO. : 917684-005

CUSTOMER NO: 4321791

CUSTOMER: Marsha Fincher

The Related Companies, Inc.

9th Floor

625 Madison Avenue New York, NY 10022

FOREIGN FILINGS

NAME: CUTLER VISTA DEVELOPER, LLC

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

_ CERTIFIED COPY

XX PLAIN STAMPED COPY

_ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Troy Todd -- EXT# 2940

EXAMINER:

HORIZATION TO

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 COMPANYTO TRANSACT BUSINESS IN THE STATE OF FLORIDA: Cutler Vista Developer, LLC (Name of Foreign Limited Liability Company) 3. PENDING 2 Delaware (Jurisdiction under the law of which foreign limited liability (FE) number, if applicable) company is organized) 4 October 6, 2004 5. December 31, 2054 (Duration: Year limited liability company will cease to (Date of Organization) exist or "perpetual") (Date first transacted business in Florida, if prior to registration.)
(See sections 608.501 & 608.502 F.S. to determine penalty liability) 7. c/o The Related Companies, L.P., 625 Madison Avenue New York, NY 10022 (Street Address of Principal Office) 8. If limited liability company is a manager-managed company, check here The name and usual business addresses of the managing members or managers are as follows: Related Apartment Preservation, LLC c/o The Related Companies, L.P., 625 Madison Avenue New York, NY 10022 10. Attached is an original certificate of existence, no more than 90 days old, duly ambenticated 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 MI)H OSL

Typed or printed name of signee

Michael H. Orbison, Authorized Person

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 populaties of perjuty that the facts stated herein are true.)

RX TIME 10/07 '04 08:45

- LOCATION:518 445 6565

IMANSPIKI FAL LETTER	
TO: Registration Section	
Division of Corporations	
SUBJECT: Cotle: Vista Developer, Talc.	
(Name of Library Liability Company)	
The similated Application by Persign Landted Linkility Company for Anthogization to Transact Business	ii e
Monida." Certificate of Invisiones, and thirth are sulmitted to register the above referenced torsign limited	بنور
limbility company to transact business in Florida.	••
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(Name of Person)	
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For limiter information concerning this mutier, pressed call:	
and the second	
(Name of Posson) (Area Code & Daytime Telephone Number)	
STREET AUDRESS: MAILING ADDRESS: Registration Section Registration Section	
Division of Corporations Division of Corporations	
400 E. Gailles Street P.O. Box 6327	
Tellahasses, Florida 12399 Tallahasses, Florida 22514	
Enclosed is a check for the following simount:	
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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 Lizbility Company is:	
Cutler Vista	Developer, LLC	
2. The name a	nd 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	
	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.

By: Deborah O. Skipper) Deborah D. Skipper (Signature) Asst. V. Pres.

Corporation Service Company

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

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CUTLER VISTA DEVELOPER, 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 SIXTH DAY OF OCTOBER, 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 "CUTLER VISTA DEVELOPER, LLC" WAS FORMED ON THE SIXTH DAY OF OCTOBER, A.D. 2004.

3864384 8300

040724139

Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 3396637

DATE: 10-06-04

RX TIME 10/07 '04 08:45