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TALLAHASSEE, FLORIDA

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Sp

LAW OFFICES
BLAXBERG, GRAYSON, KUKOFF & SEGAL

PROFESSIONAL ASSOCIATION
SUITE 730, INGRAHAM BUILDING
25 SOUTHEAST SECOND AVENUE
MIAMI, FLORIDA 33131-1506
TELEPHONE (305) 381-7979
FACSIMILE (305) 371-6816

MARA J. JOCKERS
WRITER'S DIRECT LINE:
305-381-7979 EXT. 304
E-MAIL: MARA.JOCKERS@BLAXGRAY.COM

October 27, 2004

Via Federal Express

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

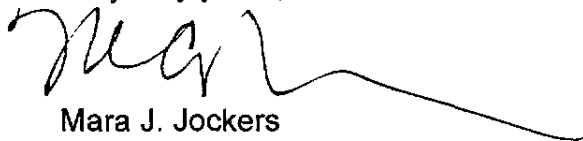
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**Re: Crosswinds AL, LLC, a Delaware limited liability company
Our File No. 2086-16**

Dear Sir/Madam:

Enclosed please find the Transmittal Letter and an Application by a Foreign Limited Liability Company for Authorization to Transact Business in Florida. We have also enclosed a check for the filing fee, two (2) certificates of status and two (2) certified copies, which totals \$195.00 payable to the Secretary of State. Please return the documents to our office in the enclosed Federal Express envelope.

Very truly yours,


Mara J. Jockers

Enclosures
cc: I. Barry Blaxberg
2086-16/MJJ/Dominguez/8523

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: CROSSWINDS AL, LLC
(Name of Limited Liability Company)

The enclosed "Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida," Certificate of Existence, and check are submitted to register the above referenced foreign limited liability company to transact business in Florida..

Please return all correspondence concerning this matter to the following:

MARA J. JOCKERS, ESQ.

(Name of Person)

BLAXBERG, GRAYSON, KUKOFF & SEGAL, P.A.

(Firm/Company)

25 S.E. 2ND AVENUE, SUITE 730

(Address)

MIAMI, FL 33131

(City/State and Zip Code)

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For further information concerning this matter, please call:

MARA J. JOCKERS, ESQ.

(Name of Person)

at (305) 381-7979, EXT. 304

(Area Code & Daytime Telephone Number)

STREET ADDRESS:

Registration Section
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

MAILING ADDRESS:

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

Enclosed is a check for the following amount:

☐ \$125.00 Filing Fee ☐ \$130.00 Filing Fee & Certificate of Status ☐ \$155.00 Filing Fee & Certified Copy ☒ \$160.00 Filing Fee, Certificate of Status & Certified Copy

MARA J. JOCKERS, ESQ.
 Phone: (305) 381-7979 Ext. 304 Fax: (305) 371-6816
 25 S.E. Second Ave., Suite 730
 Miami, Florida 33131-1506

**BLAXBERG, GRAYSON,
 KUKOFF & SEGAL, P.A.**

E-Mail Address: Mara.Jockers@blaxgray.com

Fax

TO:	Lee Secretary of State	FROM:	Mara J. Jockers ext. 304
FAX:	850-410-1015	PAGE:	2 (including fax cover page)
PHONE:		DATE:	10/29/2004
RE:	Crosswinds AL, LLC	CC:	

☐ Urgent ☒ For Review ☐ Please Comment ☐ Please Reply ☐ Please Recycle

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CONFIDENTIALITY NOTE

This teletype, including Cover Sheet and any accompanying documents (individually and collectively "the Transmission") comes from Blaxberg, Grayson, Kukoff & Segal, P.A. attorneys. The Transmission is intended solely for the recipient designated on this Cover Sheet. The Transmission may contain confidential and legally privileged communications made between attorney and client in the course of professional employment and for the purpose of legal advice or service.

If the recipient of this message is not the designated recipient or the employee or agent responsible for forwarding the Transmission to the designated recipient, any reading, dissemination, distribution, or duplication of the Transmission is prohibited. In such case, the reader is directed to contact Blaxberg, Grayson, Kukoff & Segal, P.A. as soon as possible to report and expense for further instructions regarding the Transmission. The telephone number is (305) 381-7979. Thank you for your cooperation.

IF THERE IS A PROBLEM WITH THIS TRANSMISSION,
 PLEASE CALL (305) 381-7979 EXT. 309 IMMEDIATELY, THANK YOU.

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

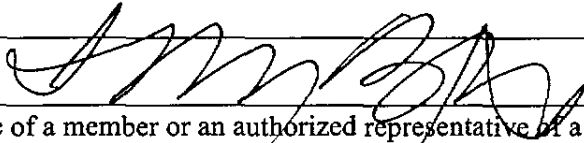
IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACTION BUSINESS IN THE STATE OF FLORIDA:

1. CROSSWINDS AL, LLC
(Name of Foreign Limited Liability Company)
2. DELAWARE
(Jurisdiction under the law of which foreign limited liability company is organized)
3. APPLIED FOR
(FEI number, if applicable)
4. OCTOBER 21, 2004
(Date of Organization)
5. PERPETUAL
(Duration: Year limited liability company will cease to exist or "perpetual")
6. NO BUSINESS TRANSACTIONED YET
(Date first transacted business in Florida, if prior to registration.)
(See sections 608.501 & 608.502 F.S. to determine penalty liability)
7. 600 CORPORATE DRIVE, SUITE 102
FT. LAUDERDALE, FL 33334
(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:
3CAL, LLC, a Florida limited liability company, managing member

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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: Please see attached.


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.)

I. Barry Blaxberg, Esq.

Typed or printed name of signee

11. Nature of Business or purpose to be conducted or promoted in Florida:

To own the membership interest in Crosswinds at Arbor Lakes, LLC, to serve as
managing member, and to engage in any acts necessary to own such interest and to
pledge such interest to Lehman Brothers, Inc., as collateral for a mezzanine loan.

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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:

CROSSWINDS AL, LLC

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

I. Barry Blaxberg, Esq.

(Name)

25 S.E. 2nd Avenue, Suite 730

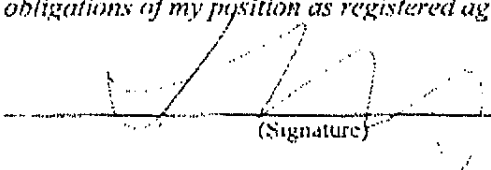
Florida Street Address (P.O. Box NOT ACCEPTABLE)

Miami, FL 33130

City/State/Zip

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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)

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

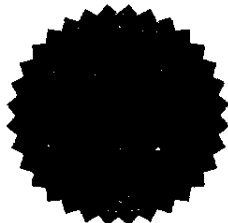
Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CROSSWINDS AL, 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 TWENTY-FIFTH DAY OF OCTOBER, A.D. 2004.

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Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3871047 8300

AUTHENTICATION: 3432360

040768025

DATE: 10-25-04