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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032
REFERENCE : 026711 7287682
AUTHORIZATION : *Patricia Pajit*
COST LIMIT : \$ 155.00

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ORDER DATE : November 30, 2004
ORDER TIME : 11:56 AM
ORDER NO. : 026711-005
CUSTOMER NO: 7287682
CUSTOMER: Gail E. Muraca, Paralegal
Cohn Birnbaum & Shea P.c.
12th Floor
100 Pearl Street
Hartford, CT 06103-4500

FOREIGN FILINGS

NAME: PROSPECT DEERFIELD LLC

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Amanda Haddan -- EXT# 2955

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. Prospect Deerfield LLC
(Name of Foreign Limited Liability Company)
2. Delaware
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 20-1666425
(FEL number, if applicable)
4. September 23, 2004
(Date of Organization)
5. December 31, 2034
(Duration: Year limited liability company will cease to exist or "perpetual")
6. November 30, 2004
(Date first transacted business in Florida, if prior to registration.)
(See sections 608.501 & 608.502 F.S. to determine penalty liability)
7. 177 Broad Street
Stamford, Connecticut 06901
(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:

Manager - Prospect Deerfield Manager LLC, 177 Broad Street, Stamford, CT 06901

Manager - ZMG Deerfield, LLC, 688 Florida Central Parkway, Longwood, FL 32750

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: (i) to acquire, own, manage and dispose of real property; and (ii) to engage in any other lawful act or activity incidental thereto for which limited liability companies may be permitted to engage by law.

L B Lundberg
Signature of a member or an authorized representative of a member.
(In accordance with section 608.402(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

By: Prospect Deerfield Manager LLC, a Member and Manager

Typed or printed name of signer

By: Lance B. Lundberg, its Manager

**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:

Prospect Deerfield 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

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.

Corporation Service Company

By: Deborah D. Skipper

(Signature)

**Deborah D. Skipper
Asst. V. Pres.**

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

Delaware

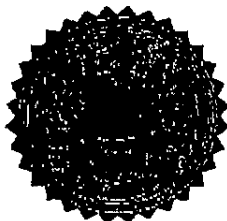
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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PROSPECT DEERFIELD 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 THIRTIETH DAY OF NOVEMBER, 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 "PROSPECT DEERFIELD LLC" WAS FORMED ON THE TWENTY-THIRD DAY OF SEPTEMBER, A.D. 2004.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

3858662 8300

AUTHENTICATION: 3506185

040857001

DATE: 11-30-04