

Division of Corporations

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From:

Account Name : BROAD AND CASSEL (BOCA RATON)
Account Number : 076376001555
Phone : (561)483-7000
Fax Number : (561)218-8960

FOREIGN LIMITED LIABILITY COMPANY

WINDSOR LAUREL GARDENS LLC

Certificate of Status	1
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Page Count	02
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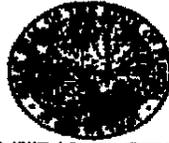
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Florida Dept of State



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

December 15, 2004

BROAD AND CASSEL

SUBJECT: WINDSOR LAUREL GARDENS LLC
REF: W04000045735

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A certificate of existence or a certificate of good standing, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

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Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida

IN COMPLIANCE WITH SECTION 608.603, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. WINDSOR LAUREL GARDENS LLC
(Name of foreign limited liability company)

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

4. December 13, 2004 5. Perpetual
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")

6. December 13, 2004
(Date first transacted business in Florida. (See Sections 608.501, 608.502, and 817.155, F.S.)

7. 12765 W. Forest Hill Boulevard, Suite 1307

Wellington, Florida 33414
(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:

Windsor Laurel Holdings LLC
12765 W. Forest Hill Boulevard, Suite 1307
Wellington, Florida 33414

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 by the translator must be submitted.)

11. Nature of business or purposes to be conducted or promoted in Florida: Any and all business related to the acquisition, ownership, development, rehabilitation, maintenance, leasing, conversion to condominium, sale of units of, and other disposition, of an apartment community and related facilities located in Coral Springs, 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 affirmation under the penalties of perjury that the facts stated herein are true.)

Jeffrey A. Deutch, as president of Jeffrey A. Deutch, P.A.,
a professional service corporation, 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:

Windsor Laurel Gardens LLC

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

Jeffrey A. Deutch, P.A.
(Name)

7777 Glades Road, Suite 300
Florida street address (P.O. Box **NOT** acceptable)

Boca Raton, Florida 33434
(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, F.S.

Jeffrey A. Deutch, P.A.,
a Florida professional service
corporation, Registered Agent

By: 
Jeffrey A. Deutch, President

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Delaware

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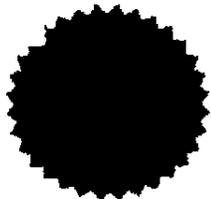
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "WINDSOR LAUREL GARDENS 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 FIFTEENTH DAY OF DECEMBER, A.D. 2004.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "WINDSOR LAUREL GARDENS LLC" WAS FORMED ON THE FOURTEENTH DAY OF DECEMBER, A.D. 2004.

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

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Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3895840 8300

AUTHENTICATION: 3549531

040906184

DATE: 12-15-04