

JAN-21-2005

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GUNSTER, YOAKLEY, ETAL.

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Florida Department of State

Division of Corporations

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Account Name : GUNSTER, YOAKLEY, ETAL. (WEST PALM BEACH)

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FOREIGN LIMITED LIABILITY COMPANY**KPC Sarasota Development LLC**

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Estimated Charge	\$160.00

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J. BRYAN JAN 24 2005

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. KPC Sarasota Development 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. January 19, 2005
(Date of Organization)
5. Perpetual
(Duration: Year limited liability company will cease to exist or "perpetual")
6. Upon qualification
(Date first transacted business in Florida, if prior to registration.)
(See sections 608.501 & 608.502 F.S. to determine penalty liability)
7. 2200 Yonge Street, Suite 1600
Toronto, Ontario, Canada M4S 2C6
(Street Address of Principal Office)

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2005 JAN 21 AM 10:25
CLERK OF CIRCUIT COURT
JACKSONVILLE, FLORIDA

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:

Kolter Highrise LLC - Managing Member - 2200 Yonge Street, Suite 1600,

Toronto, Ontario, Canada M4S 2C6

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 Development



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.)

Michael Clarke, Vice President of Member

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:

KPC Sarasota Development LLC

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

Valdes-Fauli Corporate Services, Inc.

(Name)

777 South Flagler Drive, Suite 500 East

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

West Palm Beach

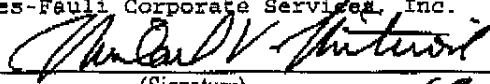
FL 33401

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:



(Signature)

Michael V. Mitrione, 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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DIANE CORPORATION
TALLAHASSEE, FLORIDA

Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "KPC SARASOTA DEVELOPMENT 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 NINETEENTH DAY OF JANUARY, A.D. 2005.

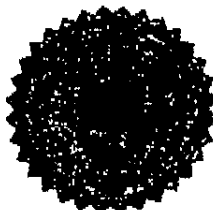
AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "KPC SARASOTA DEVELOPMENT LLC" WAS FORMED ON THE NINETEENTH DAY OF JANUARY, A.D. 2005.

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

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2005 JAN 21 AM 10:25
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3625956

DATE: 01-19-05