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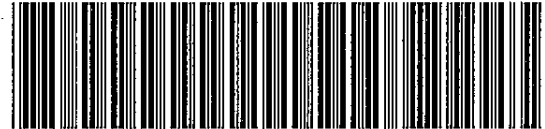
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Robert U. Goldman, Ltd.

ATTORNEYS AT LAW

Suite 365 • 600 Central Avenue • Highland Park, Illinois 60035-3257

Robert U. Goldman
Roberta Goldman
(New York Bar Only)

(847) 432-3666

Telefax
(847) 432-4289

January 26, 2005

VIA FEDERAL EXPRESS STANDARD DELIVERY

Brenda Tadlock
Division of Corporations
Registration Section
409 East Gaines Street
Tallahassee, Florida 32399

RE: Florida Filings

Dear Brenda:

Marilyn Rothschild at our office informed me that you have worked with our organization for many years and have always been very helpful. We have several filings that need to be completed in the order that they follow in this letter. Enclosed for processing are:

Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida for the following twenty-two (22) Nevada limited liability companies:

1. 29-31 Associates LLC	\$125.00
2. Atlantic Geriatric Venture LLC	125.00
3. Dry Harbor Developers LLC	125.00
4. Grace & Waring Nevada LLC	125.00
5. Grace & Waring Venture LLC	125.00
6. Hutton Developers LLC	125.00
7. KES Realty Nevada LLC	125.00
8. Kingsbridge HRF LLC	125.00
9. Kingsbridge Realty LLC	125.00
10. Lockwood Associates LLC	125.00
11. Lovely Hills Developers LLC	125.00
12. New Brighton Development LLC	125.00
13. Patchogue Associates LLC	125.00
14. Pelham-Laconia Developers LLC	125.00
15. PTR Delray LLC	125.00
16. Queens Nassau NH Developers LLC	125.00
17. Resort HRF LLC	125.00
18. Riverview Apartments Associates LLC	125.00
19. SKEK Associates LLC	125.00
20. Susquchanna NH Developers LLC	125.00
21. Valsirv Realty LLC	125.00
22. Willoughby Venture LLC	125.00

TOTAL: \$2,750.00

Brenda Tadlock
Division of Corporations, State of Florida

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Designation of Registered Agent/Registered Office for the following twenty-two (22) Nevada limited liability companies in conjunction with the above Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida:

1. 29-31 Associates LLC	\$100.00
2. Atlantic Geriatric Venture LLC	100.00
3. Dry Harbor Developers LLC	100.00
4. Grace & Waring Nevada LLC	100.00
5. Grace & Waring Venture LLC	100.00
6. Hutton Developers LLC	100.00
7. KES Realty Nevada LLC	100.00
8. Kingsbridge HRF LLC	100.00
9. Kingsbridge Realty LLC	100.00
10. Lockwood Associates LLC	100.00
11. Lovely Hills Developers LLC	100.00
12. New Brighton Development LLC	100.00
13. Patchogue Associates LLC	100.00
14. Pelham-Laconia Developers LLC	100.00
15. PTR Delray LLC	100.00
16. Qucens Nassau NH Developers LLC	100.00
17. Resort HRF LLC	100.00
18. Riverview Apartments Associates LLC	100.00
19. SKEK Associates LLC	100.00
20. Susquehanna NH Developers LLC	100.00
21. Valsirv Realty LLC	100.00
22. Willoughby Venture LLC	100.00
TOTAL:	<u>\$2,200.00</u>

Certificate of Amendment to Certificate of Limited Partnership for the following twenty-two (22) Florida limited partnerships:

1. 29-31 Associates Limited Partnership	\$52.50
2. Atlantic Geriatric Venture Limited Partnership	52.50
3. Dry Harbor Developers Limited Partnership	52.50
4. Grace & Waring HRF Limited Partnership	52.50
5. Grace & Waring Venture Limited Partnership	52.50
6. Hutton Developers Limited Partnership	52.50
7. KES Realty Limited Partnership	52.50
8. Kingsbridge HRF Limited Partnership	52.50
9. Kingsbridge Realty Limited Partnership	52.50

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10. Lockwood Associates Limited Partnership	52.50
11. Lovely Hills Developers Limited Partnership	52.50
12. New Brighton Development Limited Partnership	52.50
13. Patchogue Associates Limited Partnership	52.50
14. Pelham-Laconia Developers Limited Partnership	52.50
15. PTR Delray Limited Partnership	52.50
16. Queens Nassau NH Developers Limited Partnership	52.50
17. Resort HRF Limited Partnership	52.50
18. Riverview Apartments Associates Limited Partnership	52.50
19. SKEK Associates Limited Partnership	52.50
20. Susquehanna NH Developers Limited Partnership	52.50
21. Valsirv Realty Co. Ltd.	52.50
22. Willoughby Venture Limited Partnership	52.50
TOTAL:	\$1,155.00

Certificate of Cancellation for the following twenty-two (22) Florida limited partnerships:

1. 29-31 Associates Limited Partnership	\$52.50
2. Atlantic Geriatric Venture Limited Partnership	52.50
3. Dry Harbor Developers Limited Partnership	52.50
4. Grace & Waring HRF Limited Partnership	52.50
5. Grace & Waring Venture Limited Partnership	52.50
6. Hutton Developers Limited Partnership	52.50
7. KES Realty Limited Partnership	52.50
8. Kingsbridge HRF Limited Partnership	52.50
9. Kingsbridge Realty Limited Partnership	52.50
10. Lockwood Associates Limited Partnership	52.50
11. Lovely Hills Developers Limited Partnership	52.50
12. New Brighton Development Limited Partnership	52.50
13. Patchogue Associates Limited Partnership	52.50
14. Pelham-Laconia Developers Limited Partnership	52.50
15. PTR Delray Limited Partnership	52.50
16. Queens Nassau NH Developers Limited Partnership	52.50
17. Resort HRF Limited Partnership	52.50
18. Riverview Apartments Associates Limited Partnership	52.50
19. SKEK Associates Limited Partnership	52.50
20. Susquehanna NH Developers Limited Partnership	52.50
21. Valsirv Realty Co. Ltd.	52.50
22. Willoughby Venture Limited Partnership	52.50
TOTAL:	\$1,155.00

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Division of Corporations, State of Florida

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Application by Foreign Limited Liability Company for Withdrawal of Authority to Transact Business in Florida for the following twenty-three (23) Nevada limited liability companies:

1. 29-31 Associates LLC	\$25.00
2. Atlantic Geriatric Venture LLC	25.00
3. Dry Harbor Developers LLC	25.00
4. Grace & Waring Nevada LLC	25.00
5. Grace & Waring Venture LLC	25.00
6. Hutton Developers LLC	25.00
7. KES Realty Nevada LLC	25.00
8. Kingsbridge HRF LLC	25.00
9. Kingsbridge Realty LLC	25.00
10. Lockwood Associates LLC	25.00
11. Lovely Hills Developers LLC	25.00
12. New Brighton Development LLC	25.00
13. Patchogue Associates LLC	25.00
14. Pelham-Laconia Developers LLC	25.00
15. PTR Delray LLC	25.00
16. Queens Nassau NH Developers LLC	25.00
17. Resort HRF LLC	25.00
18. Riverview Apartments Associates LLC	25.00
19. Sagamore Associates LLC	25.00
20. SKEK Associates LLC	25.00
21. Susquehanna NH Developers LLC	25.00
22. Valsirv Realty LLC	25.00
23. Willoughby Venture LLC	25.00
TOTAL:	<u>\$575.00</u>

Application by Foreign Corporation for Withdrawal of Authority to Transact Business or Conduct Affairs in Florida for the following five (5) Nevada corporations:

1. DHD Corp.	\$35.00
2. NW Properties Corp.	35.00
3. RUG Properties Corp.	35.00
4. Kings Crossing Realty Corp.	35.00
5. KN Round Rock Corp.	35.00
TOTAL:	<u>\$105.00</u>

Brenda Tadlock
Division of Corporations, State of Florida

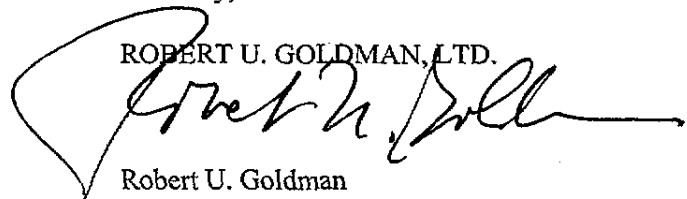
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A check, #10989, in the sum of \$8,010.00 is enclosed to cover the costs of the forms outlined above.

Thank you for your prompt attention to this matter. Should you have any questions, please do not hesitate to contact me at: 847-432-3666.

Sincerely,

ROBERT U. GOLDMAN, LTD.

A handwritten signature in black ink, appearing to read "Robert U. Goldman", is written over the typed name. The signature is fluid and cursive, with a large loop at the beginning and a long horizontal stroke at the end.

Robert U. Goldman

RUG:jl
Enclosures

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Resort HRF 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:

Robert U. Goldman, Esq.
(Name of Person)

Robert U. Goldman, Ltd.
(Firm/Company)

600 Central Avenue, Suite 365
(Address)

Highland Park, Illinois 60035
(City/State and Zip Code)

For further information concerning this matter, please call:

Robert U. Goldman at (847) 432-3666
(Name of Person) (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

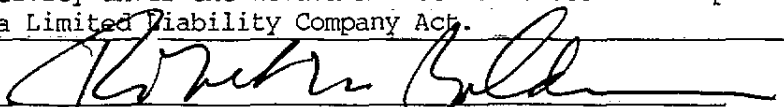
APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO
TRANSACT BUSINESS IN FLORIDA

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. Resort HRF LLC
(Name of Foreign Limited Liability Company)
2. Nevada
(Jurisdiction under the law of which foreign limited liability company is organized)
3. not applicable
(FEI number, if applicable)
4. December 14, 2004
(Date of Organization)
5. December 31, 2050
(Duration: Year limited liability company will cease to exist or "perpetual")
6. upon filing
(Date first transacted business in Florida, if prior to registration.)
(See sections 608.501 & 608.502 F.S. to determine penalty liability)
7. 600 Central Avenue, Suite 365
Highland Park, Illinois 60035
(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:
New Century Investor Services, Inc.
600 Central Avenue, Suite 365
Highland Park, Illinois 60035

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: to engage in any lawful act or activity under the Nevada Revised Statutes and as permitted under the Florida Limited Liability Company Act.


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)

Robert U. Goldman, Vice President of the manager
Typed or printed name of signee

05 JAN 27 PM 1:51

FILED

**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:

Resort HRF LLC

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

Jay Felner

(Name)

4182

4128 Live Oak Boulevard

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

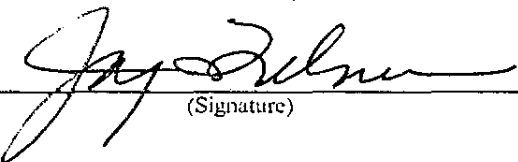
Delray Beach

FL

33445

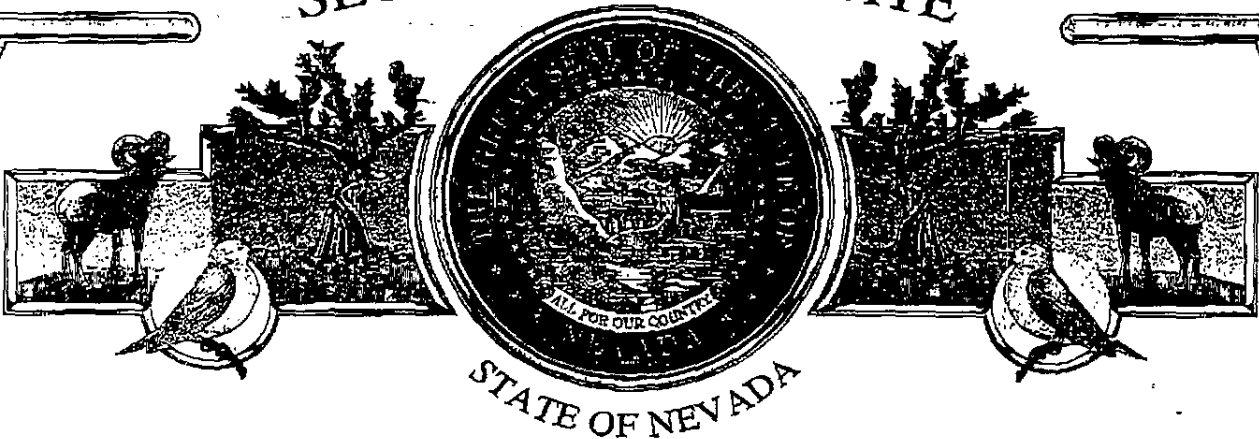
City/State/Zip

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.


(Signature)

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

SECRETARY OF STATE



CERTIFICATE OF EXISTENCE WITH STATUS IN GOOD STANDING

I, DEAN HELLER, the duly elected and qualified Nevada Secretary of State, do hereby certify that I am, by the laws of said State, the custodian of the records relating to filings by corporations, limited-liability companies, limited partnerships, limited-liability partnerships and business trusts pursuant to Title 7 of the Nevada Revised Statutes which are either presently in a status of good standing or were in good standing for a time period subsequent of 1976 and am the proper officer to execute this certificate.

I further certify that the records of the Nevada Secretary of State, at the date of this certificate, evidence, **RESORT HRF LLC**, as a limited-liability company duly organized under the laws of Nevada and existing under and by virtue of the laws of the State of Nevada since December 14, 2004 and is in good standing in this state.



IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office, in Carson City, Nevada, on December 14, 2004.

Dean Heller

DEAN HELLER
Secretary of State

By

Judith M. Ventura
Certification Clerk