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CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032
REFERENCE : 301199 4809298
AUTHORIZATION : *Patricia Pajda*
COST LIMIT : \$ 125.00

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SECURITY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : April 7, 2005
ORDER TIME : 10:54 AM
ORDER NO. : 301199-015
CUSTOMER NO: 4809298
CUSTOMER: Ms. Beatrice Kwok
Riker, Danzig, Scherer,
One Speedwell Avenue
Morristown, NJ 07962-1981

FOREIGN FILINGS

NAME: KEEPORT ASSOCIATES, LLC

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

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. Keepport Associates, LLC
(Name of Foreign Limited Liability Company)
2. New York
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 22-2810789
(FEI number, if applicable)
4. December 30, 2003
(Date of Organization)
5. Perpetual
(Duration: Year limited liability company will cease to exist or "perpetual")
6. Keepport Associates (Florida registration no. GP9800000994) converted into
Keepport Associates, LLC in New York on 12/30/2003
(Date first transacted business in Florida, if prior to registration.)
(See sections 608.501 & 608.502 F.S. to determine penalty liability)
7. 245 Saw Mill River Road
Hawthorne, NY 10532
(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:

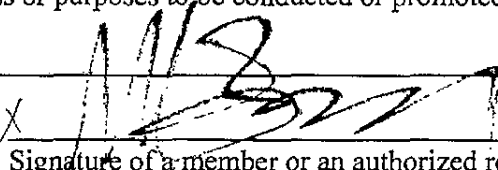
Martin Ginsburg - c/o Ginsburg Development Company, 245 Saw Mill River Road,

Hawthorne, New York 10532; Samuel Ginsburg - c/o Ginsburg Development Company,

245 Saw Mill River Road, Hawthorne, New York 10532

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: apartment owner



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.)

Martin Ginsburg, Managing Member

Typed or printed name of signee

**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:

Keepert Associates, 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.

By: Cynthia L. Harris

(Signature)

**Cynthia L. Harris
as its agent**

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

**State of New York
Department of State } ss:**

I hereby certify, that KEEPORT ASSOCIATES, LLC a NEW YORK Limited Liability Company filed a Certificate of Conversion pursuant to the Limited Liability Company Law on 12/30/2003, and that the Limited Liability Company is existing so far as shown by the records of the Department.



*Witness my hand and the official seal
of the Department of State at the City
of Albany, this 06th day of April
two thousand and five.*

Secretary of State