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TALLAHASSEE, FLORIDA

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. The Heritage at Deerwood
(Corporation Name) (Document #)
2. Borrower, LLC
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

- ☒ Walk in ☐ Pick up time ☒ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☒ Certificate of Status

NEW FILINGS

- ☐ Profit
☒ Not for Profit
☒ Limited Liability
☒ Domestication
☐ Other

OTHER FILINGS

- ☐ Annual Report
☐ Fictitious Name

AMENDMENTS

- ☐ Amendment
☐ Resignation of R.A., Officer/Director
☐ Change of Registered Agent
☐ Dissolution/Withdrawal
☐ Merger

REGISTRATION/QUALIFICATION

- ☐ Foreign
☐ Limited Partnership
☐ Reinstatement
☐ Trademark
☐ Other

Examiner's Initials

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR
AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
OF
THE HERITAGE AT DEERWOOD BORROWER, LLC**

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SECRETARY OF STATE
TALLAHASSEE, 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:*

I. NAME

The name of the foreign limited liability company is THE HERITAGE AT DEERWOOD BORROWER, LLC.

II. JURISDICTION

The jurisdiction under the law of which the foreign limited liability company is organized is Delaware.

III. FEDERAL EMPLOYER IDENTIFICATION NUMBER

A federal Employer Identification Number for the foreign limited liability company is not required.

IV. DATE OF ORGANIZATION

The date of organization of the foreign limited liability company is August 4, 2005.

V. DURATION

The duration of the foreign limited liability company is perpetual.

VI. TRANSACTION OF BUSINESS IN FLORIDA

The foreign limited liability company has yet to transact business in Florida.

VII. STREET ADDRESS

The street address of principal office of the foreign limited liability company is as follows:

1500 San Remo Avenue
Suite 201
Miami, Florida 33146

VII. MANAGEMENT

The foreign limited liability company is a manager-managed company.

IX. NAME AND ADDRESS OF MANAGER

The name and usual business address of the manager is as follows:

Todd Caplin
1500 San Remo Avenue
Suite 201
Miami, Florida 33146

X. CERTIFICATE OF EXISTENCE

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.

XI. NATURE OF BUSINESS

The nature of business or purposes to be conducted or promoted in Florida is real estate investment and development.

IN WITNESS WHEREOF, the undersigned has executed this Application By Foreign Limited Liability Company For Authorization To Transact Business In Florida on this 11 day of August, 2005.



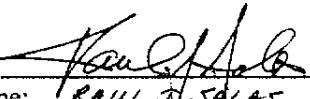
Ricardo J. Souto, Authorized Representative

REGISTERED AGENT ACCEPTANCE

Having been named to accept service of process for the above-stated limited liability company at the address designated in the articles of organization pursuant to the provisions of Section 608.415, Florida Statutes, the undersigned corporation hereby agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete discharge of its duties.

Date: August 11, 2005

CORPORATION COMPANY OF MIAMI

By: 
Name: RAUL J. SALAS
Its: VICE PRESIDENT

REGISTERED AGENT:

CORPORATION COMPANY OF MIAMI
201 S. BISCAYNE BLVD.
1600 MIAMI CENTER
MIAMI, FL 33131

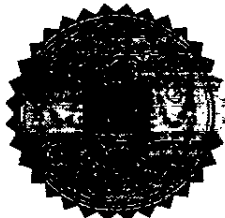
Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "THE HERITAGE AT DEERWOOD BORROWER, 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 TENTH DAY OF AUGUST, A.D. 2005.

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



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

4010324 8300

AUTHENTICATION: 4083015

050660048

DATE: 08-10-05