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CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 551463 128671A

AUTHORIZATION :

COST LIMIT : \$ 155.00

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TALLAHASSEE, FLORIDA

ORDER DATE : August 18, 2005

ORDER TIME : 12:02 PM

ORDER NO. : 551463-020

CUSTOMER NO: 128671A

CUSTOMER: Ms. Grace Rufin
Levine & Partners, P.a.
7th Floor
1110 Brickell Avenue
Miami, FL 33131

FOREIGN FILINGS

NAME: WINEWOOD APARTMENTS, LLC

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Carina L. Dunlap -- EXT#

EXAMINER: _____

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TALLAHASSEE, FLORIDA

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. WINEWOOD APARTMENTS, 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. AUGUST 18, 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. 3250 MARY STREET, SUITE 306, MIAMI, FLORIDA 33133

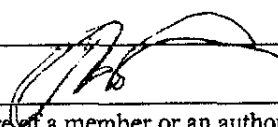
(Street Address of Principal Office)

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:

STYLES HOLDINGS, LLC, 3250 MARY STREET, SUITE 306, MIAMI, FL 33133 - MANAGER

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 HOLDINGS


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.)

STYLES HOLDINGS, LLC BY PAUL C. STEINFURTH, AS MANAGER

Typed or printed name of signer

**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:

WINEWOOD APARTMENTS, LLC

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

ALAN W. LEVINE, ESQUIRE

(Name)

1110 BRICKELL AVE., 7TH FLR.

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

MIAMI

FL 33131

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)

Delaware

The First State

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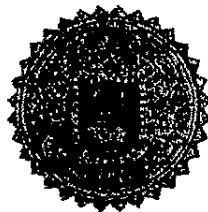
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "WINEWOOD APARTMENTS, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE NINETEENTH DAY OF AUGUST, A.D. 2005.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "WINEWOOD APARTMENTS, LLC" WAS FORMED ON THE EIGHTEENTH DAY OF AUGUST, A.D. 2005.

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

4017811 8300

050684872



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 4103405

DATE: 08-19-05