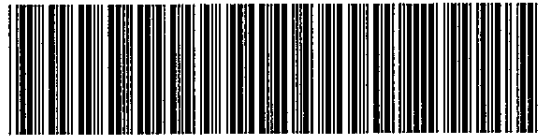


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(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

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TALLAHASSEE, FLORIDA



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032
REFERENCE : 562097 7263137
AUTHORIZATION : Patricia Pygus
COST LIMIT : \$ 125

FILED
05 AUG 25 PM 12:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : August 25, 2005
ORDER TIME : 9:0 AM
ORDER NO. : 562097-010
CUSTOMER NO: 7263137

CUSTOMER: Ms. Rebecca Wilson
Falcon Real Estate Investment
Suite 1130
5005 Lbj Freeway
Dallas, TX 75244-6138

FOREIGN FILINGS

NAME: BELAIRE AT BOCA LLC

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- XXX PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Harry B. Davis -- EXT#

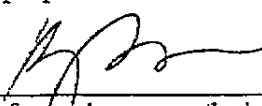
EXAMINER: _____

**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
FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:*

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1. BelAire at Boca LLC
2. Delaware
(Jurisdiction under the law of which foreign limited liability company is organized)
3. Not Available
(FEI number, if applicable)
4. August 1, 2005
(Date of Organization)
5. Perpetual
(Duration)
6. After Registration (Date first transacted business in Florida, if prior to registration)
7. 9860 SW 3rd Street, Boca Raton, FL 33428 (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 sole member is:
BelAire Holdings, LLC, a Delaware limited liability company 9860 SW 3rd Street, Boca Raton, FL 33428
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



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.)

Brian P. Tague, Authhorized Signatory
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:

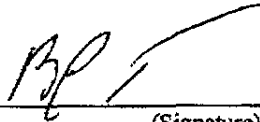
BelAire at Boca LLC

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

Brian P. Tague, c/o Tew Cardenas, LLP, 1441 Brickell Avenue, Four Seasons Tower 15th Floor, Miami, Florida 33131.

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: _____



(Signature)

Delaware

PAGE 1

The First State

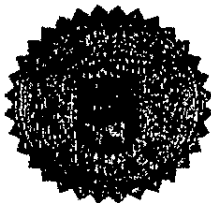
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "BELAIRE AT BOCA LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SIXTEENTH DAY OF AUGUST, A.D. 2005.

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

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "BELAIRE AT BOCA LLC" WAS FORMED ON THE FIRST DAY OF AUGUST, A.D. 2005.

4008797 8300

050676209



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 4095660

DATE: 08-16-05