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*[Handwritten signature]*

WERTHEIMER, KIPNIS & VOUDOURIS, LLC  
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Licensure  
\* Maryland  
† District of Columbia  
Δ Virginia

LAURA BRAY, Paralegal  
MARLA WOLFF, Legal Assistant

December 16, 2005

**BY FEDERAL EXPRESS**

Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, Florida 32301

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RE: Application for Certificate of Authority of a Foreign Limited Liability Company  
("Certificate of Authority") for Win-Win Beazer Pool I (Delaware), LLC (the  
"LLC")

Dear Sir or Madam:

Enclosed herewith please find the above-referenced Certificate of Authority for the above-referenced LLC together with a Certificate of Good Standing issued by the Delaware Secretary of State on December 13, 2005. Also enclosed please find a check payable to the Florida Department of State in the amount of \$125 to cover the costs of filing fee.

Please feel free to contact me if you have any questions or comments regarding this matter.

Sincerely yours,

  
Laura Bray

Enclosures

cc: Mr. Robert M. Keats (w/ encl., by facsimile: 561-586-3431)  
Michael Healy, CPA (w/ encl., by facsimile: 301-469-3879)  
Ms. Julie Simpson (w/ encl., by facsimile: 804-287-3140)  
Marc Wertheimer, Esq.

\\AI1999.169\Delaware LLC\Qualification in Fla\Transmittal to FL SOS.wpd

**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. Win-Win Beazer Pool I (Delaware), LLC  
(Name of Foreign Limited Liability Company)
2. Delaware  
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 20-3917141  
(FEI number, if applicable)
4. December 12, 2005  
(Date of Organization)
5. perpetual  
(Duration: Year limited liability company will cease to exist or "perpetual")
6. N/A  
(Date first transacted business in Florida, if prior to registration.)  
(See sections 608.501 & 608.502 F.S. to determine penalty liability)
7. 4800 Hampden Lane, Suite 650, Bethesda, Maryland 20814

(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:

Investors and Developers Services, Inc.


4800 Hampden Lane, Suite 650

Bethesda, Maryland 20814

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 investment



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.)

Marc Wertheimer, Authorized Person

Typed or printed name of signee

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**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:

Win-Win Beazer Pool (Delaware), LLC

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

Paracorp Incorporated

(Name)

236 East 6th Avenue

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

Tallahassee,

FL 32303

City/State/Zip

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*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.*

Please see attached consent

(Signature)

\$ 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 FLORIDA**  
**REGISTERED AGENT CONSENT FORM**

**DATE:** December 12, 2005


**ENTITY NAME:** WIN-WIN BEAZER POOL I (DELAWARE), LLC

**REGISTERED AGENT NAME AND ADDRESS:**

Paracorp Incorporated  
236 East 6<sup>th</sup> Avenue  
Tallahassee, FL 32303

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**Paracorp Incorporated**, having been designated to act as Statutory Agent, hereby consents to act in that capacity for the above-referenced entity until removed or resignation is submitted in accordance with the Florida Revised Statutes.



Barbara Geiger, Secretary  
Paracorp Incorporated

# Delaware

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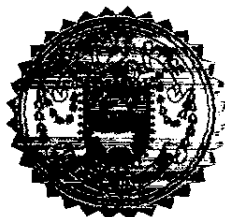
*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "WIN-WIN BEAZER POOL I (DELAWARE), 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 THIRTEENTH DAY OF DECEMBER, A.D. 2005.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "WIN-WIN BEAZER POOL I (DELAWARE), LLC" WAS FORMED ON THE TWELFTH DAY OF DECEMBER, A.D. 2005.

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

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*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State

4075524 8300

AUTHENTICATION: 4364857

051012760

DATE: 12-13-05