

01/10/2006 14:37 FAX 3057893490

STEARNS WEAVER MILLER

01/004

Division of Corporations

Page 1 of 1

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Florida Department of State
Division of Corporations
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To:

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Fax Number : (850) 205-0383

From:

Account Name : STEARNS WEAVER MILLER, ET AL.
Account Number : 076077002504
Phone : (305) 789-3200
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DIVISION OF CORPORATION

FLORIDA/FOREIGN LIMITED LIABILITY CO.

MV Sunvest Development, LLC

Certificate of Status	1
Certified Copy	1
Page Count	03
Estimated Charge	\$160.00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**APPLICATION BY MV SUNVEST DEVELOPMENT, LLC
FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**

In compliance with Section 608.503 of the Florida Limited Liability Company Act, MV Sunvest Development, LLC, a Delaware limited liability company (the "Company"), submits the following to register as a foreign limited liability company authorized to transact business in the State of Florida.

1. The name of the Company is MV Sunvest Development, LLC.
2. The Company was formed under the laws of the State of Delaware on January 3, 2006.
3. The Company's federal identification number is applied for.
4. The Company shall have a perpetual existence.
5. The Company shall commence business in the State of Florida upon the filing and acceptance of this Application for Authorization to Transact Business.
6. The Company's principal office and mailing address is 425 N. Federal Highway, Hallandale, Florida 33009.
7. The Company is a manager-managed company. The names and usual business addresses of its managers are:

Harris Friedman	425 N. Federal Highway Hallandale, Florida 33009
Harvey Birdman	425 N. Federal Highway Hallandale, Florida 33009
Louis Birdman	425 N. Federal Highway Hallandale, Florida 33009
Beth L. Peoples	2711 Centerville Road, Suite 400 Wilmington, Delaware 19808
Suzanne M. Hay	2711 Centerville Road, Suite 400 Wilmington, Delaware 19808

8. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the Secretary of State of Delaware.

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9. The nature of business or purpose of the Company to be conducted or promoted in Florida is the transaction of any and all lawful business.

IN WITNESS WHEREOF, the undersigned authorized person has executed this Application for Qualification to Transact Business in Florida.


Robert I. Weissler, Authorized Person

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT AND REGISTERED OFFICE**

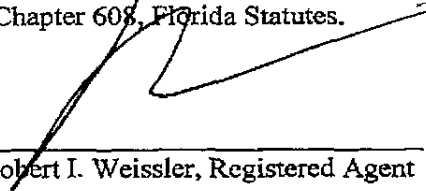
Pursuant to the provisions of Section 608.507 of the Florida Limited Liability Company Act, MV Sunvest Development, LLC, a Delaware limited liability company, submits the following statement to designate a registered office and registered agent in the State of Florida.

1. The name of the Company is MV Sunvest Development, LLC
2. The name and Florida street address of the registered agent and office are:

Robert I. Weissler
150 West Flagler Street, Suite 2200
Miami, Florida 33130

REGISTERED AGENT'S ACCEPTANCE

Having been named as registered agent and to accept service of process for MV Sunvest Development, LLC 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.


Robert I. Weissler, Registered Agent

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H06000007680 3

Delaware

PAGE 1

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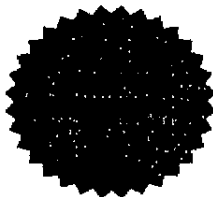
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MV SUNVEST DEVELOPMENT, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FOURTH DAY OF JANUARY, A.D. 2006.

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 "MV SUNVEST DEVELOPMENT, LLC" WAS FORMED ON THE THIRD DAY OF JANUARY, A.D. 2006.

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TALLAHASSEE, FLORIDA

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Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4420270

DATE: 01-04-06

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