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(City/State/Zip/Phone #)

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(Business Entity Name)

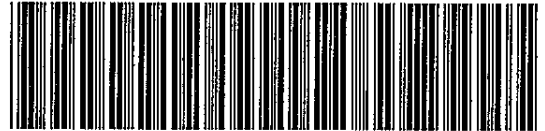
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TALLAHASSEE FLORIDA

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COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: VILLAGE COMMUNITIES OF FLORIDA LLC
(Name of Limited Liability Company)

The enclosed "Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida," Certificate of Existence, and check are submitted to register the above referenced foreign limited liability company to transact business in Florida..

Please return all correspondence concerning this matter to the following:

Gregory L. Urbancic
(Name of Person)

Goodlette, Coleman & Johnson, P.A.
(Firm/Company)

4001 Tamiami Trail N., Suite 300
(Address)

Naples, Florida 34103
(City/State and Zip Code)

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For further information concerning this matter, please call:

Mark L. DiSabato at (239) 5916643
(Name of Person) (Area Code & Daytime Telephone Number)

MAILING ADDRESS:
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

STREET ADDRESS:
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Enclosed is a check for the following amount:

- \$125.00 Filing Fee \$130.00 Filing Fee & Certificate of Status \$155.00 Filing Fee & Certified Copy \$160.00 Filing Fee, Certificate of Status & Certified Copy

**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. Village Communities of Florida LLC
(Name of Foreign Limited Liability Company)

2. Ohio 3. 20-3771510
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. October 14, 2005 5. Perpetual
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")

6. Upon filing
(Date first transacted business in Florida, if prior to registration.)
(See sections 608.501 & 608.502 F.S. to determine penalty liability)

7. 470 Olde Worthington Road
Westerville, OH 43082
(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

Donald R. Kenney

470 Olde Worthington Rd

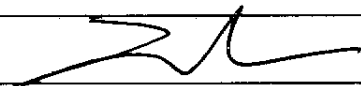
Westerville, OH 43082

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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: Any and all lawful
business


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.)

Mark L. DiSabato - Authorized Representative

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:

Village Communities of Florida, LLC

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

Gregory L. Urbancic, Esq.

(Name)


Goodlette, Coleman & Johnson, P.A., 4001 Tamiami Tr N #300

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

Naples, Florida 34103 FL

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)

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TALLAHASSEE, FLORIDA

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\$ 100.00 Filing Fee for Application
\$ 25.00 Designation of Registered Agent
\$ 30.00 Certified Copy (optional)
\$ 5.00 Certificate of Status (optional)

**United States of America
State of Ohio
Office of the Secretary of State**

I, J. Kenneth Blackwell, do hereby certify that I am the duly elected, qualified and present acting Secretary of State for the State of Ohio, and as such have custody of the records of Ohio and Foreign corporations; that said records show VILLAGE COMMUNITIES OF FLORIDA LLC, an Ohio Limited Liability Company, Registration Number 1575908, was organized within the State of Ohio on October 14, 2005, is currently in FULL FORCE AND EFFECT upon the records of this office.



*Witness my hand and the seal of the
Secretary of State at Columbus, Ohio
this 5th day of January, A.D. 2006*

J. Kenneth Blackwell

Ohio Secretary of State

Validation Number: V20065J01F8B