

M06000002499

Florida Department of State  
Division of Corporations  
Electronic Filing Cover Sheet

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((H12000007060 3))



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To: Division of Corporations  
Fax Number : (850) 617-6383

From: Account Name : C T CORPORATION SYSTEM  
Account Number : FCA000000023  
Phone : (850) 222-1092  
Fax Number : (850) 878-5368

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12 JAN -9 AM 9:07  
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TALLAHASSEE, FLORIDA

\*\*Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.\*\*

Email Address: \_\_\_\_\_

LLC AMND/RESTATE/CORRECT OR M/MG RESIGN  
GFII DVI CARDEL SAWGRASS, LLC

Certificate of Status	1
Certified Copy	0
Page Count	04
Estimated Charge	\$30.00

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TALLAHASSEE, FLORIDA

**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** GFII DVI Cardel Sawgrass, LLC  
Name of Foreign Limited Liability Company

Dear Sir or Madam:

The enclosed Affidavit by Foreign Limited Liability Company to Change Manager(s) or Managing Member(s) and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

Torrey Smith  
Name of Person  
Long Wharf Real Estate Partners LLC  
Firm/Company  
One Federal Street  
Address  
Boston, Massachusetts  
City/State and Zip Code  
torrey.smith@wrep.com  
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Mark Lochiatto at ( 617 ) 570-8159  
Name of Person Area Code and Daytime Telephone Number

**STREET/COURIER ADDRESS:**  
Registration Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, Florida 32301

**MAILING ADDRESS:**  
Registration Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

**Enclosed is a check for the following amount:**

- \$25 Filing Fee     \$30 Filing Fee & Certificate of Status     \$55.00 Filing Fee & Certified Copy     \$60 Filing Fee, Certificate of Status & Certified Copy

CR20123(8/07)

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12 JAN -9 AM 8: 07

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**AFFIDAVIT BY FOREIGN LIMITED LIABILITY COMPANY  
TO CHANGE MANAGER(S) OR MANAGING MEMBER(S)**

1. The name of the limited liability company as it appears on the records of the Florida Department of State is: GFII DVI Canal Sawgrass, LLC

2. This entity was formed under the laws of: State of Delaware

3. This entity was authorized to transact business in Florida on \_\_\_\_\_  
and its Florida document/registration number is M06000002499

4. The name and address of each manager or managing member is as follows:

Title:  
"MGR" = Manager  
"MGRM" = Managing Member

Name and Address:

MGRM

GF II/Canal LLC  
c/o Long Wharf Row Estate Partners LLC  
One Federal Street, Boston, MA 02110

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Required Signature: See attached  
Signature of Manager, Managing Member or Member

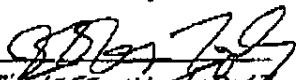
Filing Fee: \$25

SIGNATURE PAGE TO  
AFFIDAVIT BY FOREIGN LIMITED LIABILITY COMPANY  
TO CHANGE MANAGER(S) OR MANAGING MEMBER(S)

GF II/CARDEL L.L.C.,  
a Massachusetts limited liability company

By: Fidelity Real Estate Growth Fund II, L.P.,  
a Delaware limited partnership,  
its sole member

By: Long Wharf Real Estate Partners  
LLC, as Investment Management  
and not Individually

By:   
Name: JEFFREY T. [unclear]  
Title: MANAGING DIRECTOR