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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

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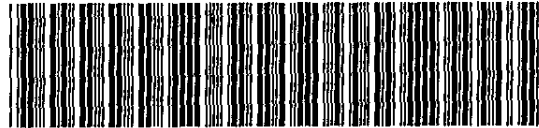
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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DIVISION OF CORPORATIONS  
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J. BRYAN MAY 10 2006



NORTON, HAMMERSLEY, LOPEZ & SKOKOS, P.A.

ATTORNEYS AT LAW

Sarasota City Center, Suite 610  
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May 1, 2006

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† CERTIFIED CIRCUIT  
COURT MEDIATOR  
° ALSO LICENSED IN  
ALABAMA  
°° ALSO LICENSED IN GEORGIA  
AND PENNSYLVANIA

**VIA FEDERAL EXPRESS**

Registration Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

RE: Foreign Limited Liability Company Registration  
for MDC MANAGER, LLC, a Michigan limited liability company, and  
MORNINGSIDE DADE CITY, LLC, a Michigan limited liability company.

Dear Sir or Madam:

Enclosed herewith are the following documents for each of the above referenced entities:

1. Cover Letter;
2. Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida;
3. Certificate of Designation of Registered Agent/Registered Office;
4. Appropriate documentation from the State of Michigan pertaining to the organization and status of each entity; and
5. A check in the amount of \$160.00 representing the necessary filing fees (\$160 per foreign entity).

If you have any questions or require further information regarding the above, please do not hesitate to call me.

Sincerely,

  
Victor G. Santiago

VGS:ld  
Enclosures

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**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** MDC Manager, 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:

Sam D. Norton, Esquire  
(Name of Person)

Norton, Hammersley, Lopez & Skokos, P.A.  
(Firm/Company)

1819 Main Street, Suite 610  
(Address)

Sarasota, FL 34236  
(City/State and Zip Code)

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For further information concerning this matter, please call:

Sam D. Norton, Esquire at ( 941 ) 954-4691  
(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. MDC Manager, LLC  
(Name of Foreign Limited Liability Company)

2. Michigan 3. 20-4678687  
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. April 12, 2006 5. Perpetual  
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")

6. None prior to registration.  
(Date first transacted business in Florida, if prior to registration.)  
(See sections 608.501 & 608.502 F.S. to determine penalty liability)

7. 31000 Northwestern Highway, Suite 220  
Farmington Hills, Michigan 48334  
(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:

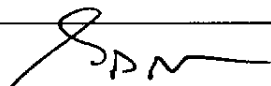
David C. Rosin, Manager

31000 Northwestern Highway, Suite 220

Farmington Hills, Michigan 48334

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.)

Sam D. Norton, Authorized Representative

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:

MDC Manager, LLC

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

Sam D. Norton, Esquire

(Name)

1819 Main Street, Suite 610


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

Sarasota

FL 34236

City/State/Zip

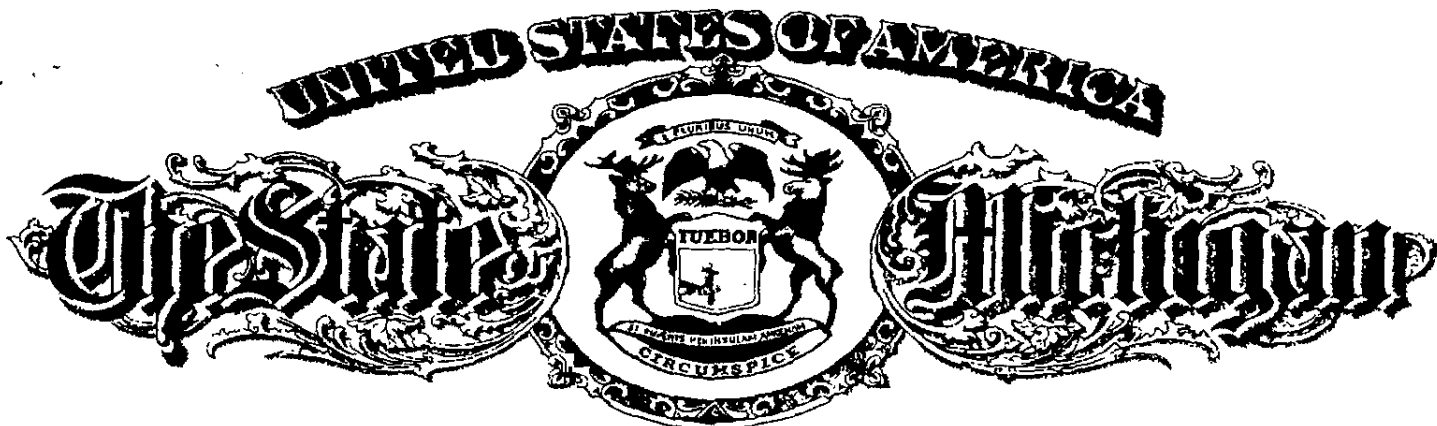
*Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all 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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\$ 100.00	Filing Fee for Application
\$ 25.00	Designation of Registered Agent
\$ 30.00	Certified Copy (optional)
\$ 5.00	Certificate of Status (optional)



Michigan Department of Labor & Economic Growth

Lansing, Michigan

This is to Certify That

**MDC MANAGER, LLC**

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was validly organized on April 12, 2006 as a Limited Liability Company. Said Limited Liability Company is validly in existence under the laws of this state and has satisfied its annual filing obligations.

This certificate is issued pursuant to the provisions of 1993 PA 23, as amended, to attest to the fact that the company is in good standing in Michigan as of this date.

This certificate is in due form, made by me as the proper officer, and is entitled to have full faith and credit given it in every court and office within the United States.

In testimony whereof, I have hereunto set my hand,  
in the City of Lansing, this 24th day of April, 2006

*Andrew S. Mitchell*

Bureau of Commercial Services

,Director