M06000004247

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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(Business Entity Name)

(Document Number)

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10 NOV 19 PM 4:14
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

B. KOHR
NOV 22 2010
EXAMINER

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
10 NOV 19 AM 10:50

CORPORATION SERVICE COMPANY

ACCOUNT NO. : I20000000195

REFERENCE : 583950 4304858

AUTHORIZATION :

COST LIMIT : $ 25.00

ORDER DATE : November 19, 2010

ORDER TIME : 3:45 PM

ORDER NO. : 583950-005

CUSTOMER NO: 4304858

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
10 NOV 19 AM 10:50

FOREIGN FILINGS

NAME: MONADNOCK HARBOUR COVE LLC

XX LIMITED LIABILITY COMPANY

XXXX AMENDMENT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Kimberly Moret -- EXT# 2949

EXAMINER: ______________________

APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY TO FILE AMENDMENT TO APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

SECTION I (1-3 must be completed)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
10 NOV 19 AM 10: 50

1. Name of limited liability company as it appears on the records of the Florida Department of State: MONADNOCK HARBOUR COVE LLC

2. Jurisdiction of its organization: Delaware

3. Date authorized to do business in Florida: August 1, 2006

SECTION II (4-7 complete only the applicable changes)

4. If the amendment changes the name of the limited liability company, when was the change effected under the laws of its jurisdiction of organization? November 18, 2010

5. New name of the limited liability company: BEL PEMBROKE HOLDINGS LLC
(must end with "Limited Liability Company," "L.L.C.," or "LLC.")

____

(If name unavailable, enter alternate name adopted for the purpose of transacting business in Florida and attach a copy of the written consent of the managers or managing members adopting the alternate name. The alternate name must end with "Limited Liability Company," "L.L.C." or "LLC.")

6. If the amendment changes the period of duration, indicate new period of duration:

____

7. If the amendment changes the jurisdiction of organization, indicate new jurisdiction:

____

8. If the amendment corrects any false statement, indicate the statement being corrected and the correction:______________________________

See attached sheet

9. Attached is an original certificate, no more than 90 days old, evidencing the aforementioned amendment(s), duly authenticated by the official having custody of records in the jurisdiction under the law of which this entity is organized.

____
Signature of a member or the authorized representative of a member

See signature page attached
Typed or printed name of signee

Filing Fee: $25.00

ADDITIONAL AMENDMENTS TO THE APPLICATION OF
MONADNOCK HARBOUR COVE LLC

The name and usual business addresses of the member is changed as follows:

The sole member is Monadnock Property Trust LLC, c/o Eaton Vance Management REIG, Two International Place, Boston, MA 02110.

BEL PEMBROKE HOLDINGS LLC, a Delaware limited liability company

By: Monadnock Property Trust LLC, a Delaware limited liability company, its sole member

By: Belport Realty Corporation, a Delaware corporation, sole member

By: ______________________
Name: Jennifer J. McDaid
Title: Vice President

Delaware

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE SAID "MONADNOCK HARBOUR COVE LLC", FILED A CERTIFICATE OF AMENDMENT, CHANGING ITS NAME TO "BEL PEMBROKE HOLDINGS LLC", THE EIGHTEENTH DAY OF NOVEMBER, A.D. 2010, AT 12:12 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID LIMITED LIABILITY COMPANY IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE NOT HAVING BEEN CANCELLED OR DISSOLVED SO FAR AS THE RECORDS OF THIS OFFICE SHOW AND IS DULY AUTHORIZED TO TRANSACT BUSINESS.

SECRETARY'S OFFICE 1793 DELAWARE 1853

Jeffrey W. Bullock, Secretary of State

4196941 8320

AUTHENTICATION: 8363770

101101967

DATE: 11-18-10

You may verify this certificate online at corp.delaware.gov/authver.shtml