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TALLAHASSEE, FLORIDA

FLORIDA/FOREIGN LIMITED LIABILITY CO.

GFII DVI Cardel Flagler Residence, LLC

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**APPLICATION BY GFII DVI CARDEL FLAGLER RESIDENCE, LLC
FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**

In compliance with Section 608.503 of the Florida Limited Liability Company Act, GFII DVI Cardel Flagler Residence, 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 GFII DVI Cardel Flagler Residence, LLC.
2. The Company was formed under the laws of the State of Delaware on October 23, 2006.
3. The Company's federal identification number is 20-5766170.
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 7700 North Kendall Drive, Suite 600, Miami, Florida 33156.
7. The Company is a manager-managed company. The names and usual business addresses of its managers are:

Carlos J. Rodriguez	7700 North Kendall Drive, Suite 600 Miami, Florida 33156
David Buddemeyer	1001 N. U.S. Highway 1, Suite 800 Jupiter, Florida 33477
8. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the Secretary of State of Delaware.
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.



David Buddemeyer, Manager

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CERTIFICATE OF DESIGNATION OF REGISTERED AGENT AND REGISTERED OFFICE

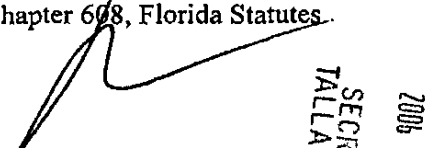
Pursuant to the provisions of Section 608.507 of the Florida Limited Liability Company Act, GFII DVI Cardel Flagler Residence, LLC, a Delaware limited liability company, submits the following statement to designate a registered office and registered agent in the State of Florida.

- 1. The name of the Company is GFII DVI Cardel Flagler Residence, 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 GFII DVI Cardel Flagler Residence, 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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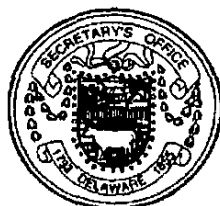
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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "GFII DVI CARDEL FLAGLER RESIDENCE, 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 TWENTY-THIRD DAY OF OCTOBER, A.D. 2006.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "GFII DVI CARDEL FLAGLER RESIDENCE, LLC" WAS FORMED ON THE TWENTY-THIRD DAY OF OCTOBER, A.D. 2006.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 5137109

DATE: 10-23-06

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