

M07000000628

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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(Business Entity Name)

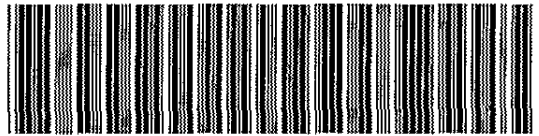
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07 JAN 31 PM 2:53

CLERK
TALLAHASSEE, FLORIDA

FILED

07 JAN 31 AM 8:35

SECRETARY OF STATE
TALLAHASSEE, FLORIDA



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032
REFERENCE : 737861 5157078
AUTHORIZATION : *[Signature]*
COST LIMIT : \$ 160.00

FILED
07 JAN 31 AM 8:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : January 31, 2007
ORDER TIME : 2:12 PM
ORDER NO. : 737861-005
CUSTOMER NO: 5157078

FOREIGN FILINGS

NAME: MBEACH3, LLC

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Amanda Haddan -- EXT# 2955

EXAMINER: _____

**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:

FILED
07 JAN 31 AM 8:35
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

1. MBEACH3, LLC
(Name of Foreign Limited Liability Company)
2. DELAWARE
(Jurisdiction under the law of which foreign limited liability company is organized)
3. APPLIED FOR
(FEI number, if applicable)
4. JANUARY 25, 2007
(Date of Organization)
5. PERPETUAL
(Duration: Year limited liability company will cease exist or "perpetual")
6. _____
(Date first transacted business in Florida, if prior to registration.)
(See sections 608.501 & 608.502 F.S. to determine penalty liability)
7. 1111 LINCOLN ROAD, SUITE 760
MIAMI BEACH, FL 33139
(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:

MBEACH1, LLLP, LTD., it's sole member
1111 Lincoln Road, Suite 760
Miami Beach, FL 33139

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 DEVELOPMENT

By: [Signature]
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.)
ROBERT S. WENNETT, MANAGING MEMBER

Typed or printed name of signee

MBEACH3, LLC, by: MBeach1, LLLP, Ltd., its Sole member, by: MBeach1 GP, LLC, its General Partner, by: Urban Investment Advisors, LLC, its Member, by: Wellspring Investments Management I, LLC, its Managing Member

**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:

MBEACH3, LLC

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

Corporation Service Company

(Name)

1201 Hays Street

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

Tallahassee

FL 32301

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.

Corporation Service Company

By: 

**Amanda Haddan
as its agent**

(Signature)

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

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MBEACH3, 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 THIRTY-FIRST DAY OF JANUARY, A.D. 2007.

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

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "MBEACH3, LLC" WAS FORMED ON THE TWENTY-FIFTH DAY OF JANUARY, A.D. 2007.



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Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5398376

DATE: 01-31-07