

MO7000002266

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

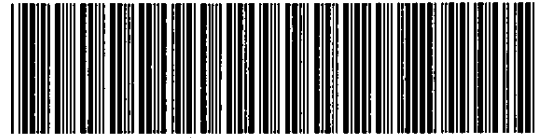
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



500095490445

RECEIVED
07 APR 19 AM 11:11
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED
07 APR 19 PM 1:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032
REFERENCE : 857655 7175508
AUTHORIZATION : *[Signature]*
COST LIMIT : \$ 155.00

FILED
07 APR 19 PM 1:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : April 18, 2007
ORDER TIME : 4:12 PM
ORDER NO. : 857655-005
CUSTOMER NO: 7175508

FOREIGN FILINGS

NAME: 2303 AQUA, LLC

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- XX CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Kathy Drake -- EXT# 2959

EXAMINER: _____

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

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

- 1. 2303 AQUA, LLC (Name of Foreign Limited Liability Company)
2. DELAWARE (Jurisdiction under the law of which foreign limited liability company is organized)
3. 20-8861703 (FEI number, if applicable)
4. APRIL 17, 2007 (Date of Organization)
5. PERPETUAL (Duration: Year limited liability company will cease to exist or "perpetual")
6. UPON QUALIFICATION (Date first transacted business in Florida, if prior to registration.)
7. 2 N. LASALLE, SUITE 1300, CHICAGO, ILLINOIS 60602 (Street Address of Principal Office)

FILED APR 18 PM 1:15 SECRETARY OF STATE FLORIDA

8. If limited liability company is a manager-managed company, check here [X]

9. The name and usual business addresses of the managing members or managers are as follows:

VIRGINIA PROPERTIES EXCHANGE, INC., 2 N. LASALLE, SUITE 1300, CHICAGO, ILLINOIS 60602

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 INVESTMENTS

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.) Martin Karol, Vice-President of Virginia Properties Exchange, Inc., Authorized Representative

Typed or printed name of signee

**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:

2303 AQUA, 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:

William M. Edrington

(Signature)

William M. Edrington, Authorized Representative, Corporation Service Company

\$ 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 "2303 AQUA, 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 NINETEENTH DAY OF APRIL, A.D. 2007.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "2303 AQUA, LLC" WAS FORMED ON THE SEVENTEENTH DAY OF APRIL, A.D. 2007.

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

4336085 8300

070451616

AUTHENTICATION: 5605790

DATE: 04-19-07