

W07000004783

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W07-37565
J. BRYAN JUL 31 2007

JB



FLORIDA DEPARTMENT OF STATE
Division of Corporations

August 2, 2007

RYAN T. GARDNER
NELSON MULLINS RILEY & SCARBOROUGH LLP
1320 MAIN STREET, 17TH FLOOR
COLUMBIA, SC 29201

SUBJECT: EPCR INVESTORS LLC
Ref. Number: W07000037565

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DIVISION OF CORPORATIONS
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We have received your document for EPCR INVESTORS LLC and your check(s) totaling \$160.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name listed in number one of the application must be identical to the name listed in the certificate of existence.

Unfortunately, the enclosed certified copy does not meet our filing requirements. We require a certificate of existence or certificate of good standing, which usually consists of a single sheet of paper, that clearly reflects the entity is a valid entity in its home state/country. You can obtain the certificate of existence or certificate of good standing from the same office that provided you with the certified copy.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6043.

Joey Bryan
Document Specialist

Letter Number: 807A00047842

Nelson Mullins

Nelson Mullins Riley & Scarborough LLP
Attorneys and Counselors at Law
1320 Main Street / 17th Floor / Columbia, SC 29201
Tel: 803.799.2000 Fax: 803.255.9098
www.nelsonmullins.com

Ryan T. Gardner
Tel: 803.255.9551
Fax: 803.255.9098
ryan.gardner@nelsonmullins.com

July 31, 2007

VIA FEDERAL EXPRESS

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

RE: EPCR Investors LLC
Our File No. 29830/09001

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
07 AUG - 7 PM 4: 20

Dear Sir/Madam:

Enclosed please find an Application, Certificate and check in the amount of \$160 to register EPCR Investors LLC as a foreign limited liability company to transact business in Florida.

If you have any questions, please do not hesitate to give me a call.

Very truly yours,



Ryan T. Gardner

RTG:dch
Enclosures

~ Doc# 5892209.1 ~

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: EPCR Investors 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:

Joseph Lubeck
(Name of Person)

EPCR Investors LLC
(Firm/Company)

825 Parkway Street, Suite 4
(Address)

Jupiter / Florida 33477
(City/State and Zip Code)

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
07 AUG - 7 PM 4: 20

For further information concerning this matter, please call:

Elizabeth Truong at (561) 745-8545 Ext. 206
(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

Nelson Mullins

Nelson Mullins Riley & Scarborough LLP
Attorneys and Counselors at Law
1320 Main Street / 17th Floor / Columbia, SC 29201
Tel: 803.799.2000 Fax: 803.255.9098
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ryan.gardner@nelsonmullins.com

August 7, 2007

VIA FEDERAL EXPRESS

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

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
07 AUG - 7 PM 1: 20

RE: EPCR Investors LLC
Our File No. 29830/09001

Dear Sir/Madam:

Enclosed please find the information requested pursuant to your letter of August 2, 2007 in the above-referenced matter.

If you have any questions, please do not hesitate to give me a call.

Very truly yours,



Ryan T. Gardner

RTG:dch
Enclosures

**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 TRANSACTIONS BUSINESS IN THE STATE OF FLORIDA:

1. EPCR Investors LLC

(Name of Foreign Limited Liability Company; must include "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 include "Limited Liability Company," "L.L.C.," "LLC.")

2. Delaware

(Jurisdiction under the law of which foreign limited liability company is organized)

3. 26-0480267

(FEI number, if applicable)

4. May 15, 2007

(Date of Organization)

5. Perpetual

(Duration: Year limited liability company will cease to exist or "perpetual")

6. August 1, 2007

(Date first transacted business in Florida, if prior to registration.)
(See sections 608.501 & 608.502 F.S. to determine penalty liability)

7. 825 Parkway Street

Jupiter, Florida 33477

(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:

ADMG Partners LP, 825 Parkway Street, Suite 4, Jupiter, Florida 33477

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: Managing member
of entity involved in real estate development.

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.)

Joseph Lubeck

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:

EPCR Investors LLC

If name unavailable, the alternate name to be used in the state of Florida is:

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

Joseph Lubeck

(Name)

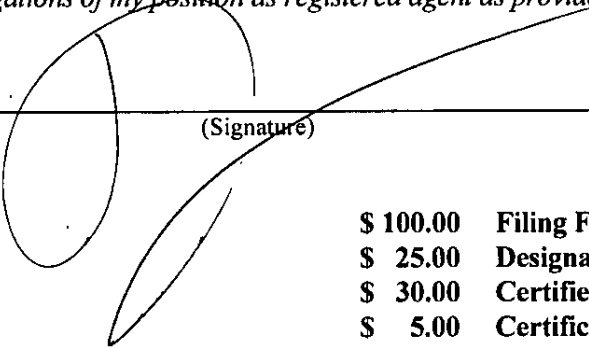
825 Parkway Street, Suite 4

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

Jupiter/FL/33477

FL
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)

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

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Delaware

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "EPCR INVESTORS 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-SEVENTH DAY OF JULY, A.D. 2007.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "EPCR INVESTORS LLC" WAS FORMED ON THE FIFTEENTH DAY OF MAY, A.D. 2007.

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

FILED
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DIVISION OF CORPORATIONS
07 AUG -7 PM 4:20

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Harriet Smith Windsor
AUTHENTICATED BY Harriet Smith Windsor, Secretary of State

DATE: 07-27-07

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