

M070000066B

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

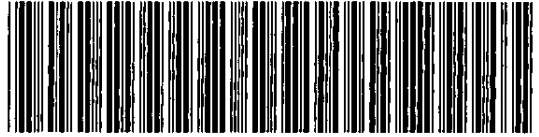
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



400111307924

10/26/07--01033--005 **125.00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
07 NOV -7 AM 8:53

107-53369

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Grouper UTD, 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:

Scott A. Silver
(Name of Person)

Silver, Garvett & Henkel, P.A.
(Firm/Company)

18001 Old Cutler Road Suite 600
(Address)

Palmetto Bay, FL 33157
(City/State and Zip Code)

For further information concerning this matter, please call:

Scott A. Silver at (305) 377-8802
(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



18001 Old Cutler Road, Suite 600
Miami, Florida 33157
T: 305-377-8802 F: 305-377-8804

Scott A. Silver
Fredric M. Garvett
Tim D. Henkel
Ira Cohen
Glenn L. Widom
Elizabeth Evans
Holly Beth Billington

Of Counsel
Steven Mishan
Robert A. Brandt

November 6, 2007

Secretary of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

RE: Referenced # W07000053369 / Letter # 007A00063226

Dear Ms. Hampton:

Enclosed please find a Certified Certificate of Existence as requested in the correspondence referenced above. Please proceed and register Grouper UTD to transact business in the State of Florida. Should you have any questions or require further documentation, please contact me directly.

Sincerely,

Elizabeth Evans, Esq.
For the Firm

Emcl.



FLORIDA DEPARTMENT OF STATE
Division of Corporations

RECEIVED

07 NOV -7 AM 7:51

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

October 29, 2007

SCOTT A SILVER
SILVER, GARVETT & HENKEL, PA
18001 OLD CUTLER RD - STE 600
PALMETTO BAY, FL 33157

SUBJECT: GROUPER UTD, LLC
Ref. Number: W07000053369

We have received your document for GROUPER UTD, LLC and your check(s) totaling \$125.00. However, the document has not been filed and is being retained in this office for the following:

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 the corrected original and one copy of 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) 245-6855.

Tammy Hampton
Regulatory Specialist II
Registration/Qualification Section

Letter Number: 007A00063226

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. Grouper UTD, 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. Georgia (Jurisdiction under the law of which foreign limited liability company is organized)
3. (FEI number, if applicable)

4. 8/9/05 (Date of Organization)
5. perpetual (Duration: Year limited liability company will cease to exist or "perpetual")

6. 6/1/07 (Date first transacted business in Florida, if prior to registration.) (See sections 608.501 & 608.502 F.S. to determine penalty liability)

7. c/o Silver, Garvett & Henkel, P.A.
18001 Old Cutler Road, Suite 600 Palmetto Bay, FL 33157
(Street Address of Principal Office)

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:
Grouper Biscayne, LLC
18001 Old Cutler Road, Suite 600
Palmetto Bay, FL 33157

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: Any lawful purpose.

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.)

Scott A. Silver, Manager, Grouper Biscayne LLC
Typed or printed name of signee

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
07 NOV 17 AM 8:53

**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:

Grouper UTD, 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:

Scott A. Silver

(Name)

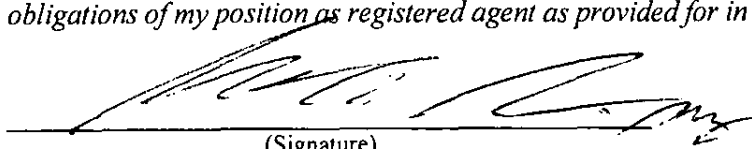
18001 Old Cutler Road, Suite 600

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

Palmetto Bay FL 33157

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)

07 NOV -7 AM 8:53

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

STATE OF GEORGIA

Secretary of State

Corporations Division
315 West Tower
#2 Martin Luther King, Jr. Dr.
Atlanta, Georgia 30334-1530

CERTIFICATE OF EXISTENCE

I, Karen C Handel, Secretary of State and the Corporations Commissioner of the state of Georgia, hereby certify under the seal of my office that

GROUPER UTD, LLC

Domestic Limited Liability Company

was formed or was authorized to transact business on 08/10/2005 in Georgia. Said entity is in compliance with the applicable filing and annual registration provisions of Title 14 of the Official Code of Georgia Annotated and has not filed articles of dissolution, certificate of cancellation or any other similar document with the office of the Secretary of State.

This certificate relates only to the legal existence of the above-named entity as of the date issued. It does not certify whether or not a notice of intent to dissolve, an application for withdrawal, a statement of commencement of winding up or any other similar document has been filed or is pending with the Secretary of State.

This certificate is issued pursuant to Title 14 of the Official Code of Georgia Annotated and is prima-facie evidence that said entity is in existence or is authorized to transact business in this state.



WITNESS my hand and official seal of the City of Atlanta and the State of Georgia on 6th day of November, 2007

Karen C Handel
Secretary of State