

MD8000002294

(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:

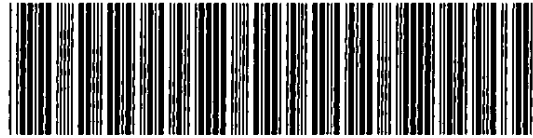
L. SELLERS

MAY 15 2008

EXAMINER

~~WJG 22310~~

Office Use Only



300127348093

05/01/08--01040--028 **160.00

2008 MAY 14 PM 4:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

GOODLETTE, COLEMAN, JOHNSON, YOVANOVICH & KOESTER, P.A.
ATTORNEYS AT LAW

Kevin G. Coleman
J. Dudley Goodlette
Kenneth R. Johnson
Richard D. Yovanovich
Edmond E. Koester

Northern Trust Bank Building
4001 Tamiami Trail North
Suite 300
Naples, FL 34103
239-435-3535
239-435-1218 Facsimile

Linda C. Brinkman
Gregory L. Urbancic
William M. Burke
Matthew L. Grabinski
Craig D. Grider
Matthew R. Galloway
Matthew M. Jackson
Alex R. Figares
Jeffrey J. Beihoff
E. James Kurnik, II

Writer's E-mail:
mgrabinski@gcjlaw.com

May 12, 2008

VIA FEDERAL EXPRESS

Florida Department of State
Division of Corporations
Attn: Leslie Sellers, Regulatory Specialist II
2661 Executive Center Circle
Tallahassee, FL 32301

Re: AB Tuscany, LLC (n/k/a AB Naples, LLC)
Reference # W08000022310

Dear Ms. Sellers:

With respect to the above-referenced matter, I am writing in response to your letter dated May 2, 2008 (your letter number 008A00027946), wherein the filing for the registration of AB Tuscany, LLC, a Delaware limited liability company, was rejected due to the name not being available in the state of Florida.

Please be advised that AB Tuscany, LLC has changed its name to AB Naples, LLC. We enclose a revised Application for Authorization to Transact Business in Florida, Certificate of Designation of Registered Agent, a certified copy of the name change amendment (which has been filed with the Secretary of State of Delaware) as well as the certificate of good standing for the LLC (which is still less than 90 days old).

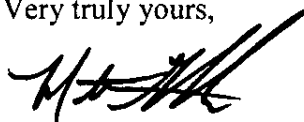
We have already provided your office with a check in the amount of \$160.00 pertaining to the filing fees and costs of certificate of status and certified copy. It is my understanding that no additional fees or expenses are due at this time.

May 12, 2008
Page 2 of 2

If you have any questions or require additional information please contact me immediately at (239) 435-3535, as this is a time sensitive matter. Otherwise, please register AB Naples, LLC with the Secretary of State's corporate records and return a certificate of status and certified copy to our office at your earliest convenience.

With kindest regards,

Very truly yours,

A handwritten signature in black ink, appearing to read 'Matthew L. Grabinski', with a stylized flourish at the end.

Matthew L. Grabinski

MLG/nb
Enclosure

cc: Rainer Filthaut (via email w/o Encl.)
Kevin G. Coleman, Esq. (via email w/o Encl.)



FLORIDA DEPARTMENT OF STATE
Division of Corporations

May 2, 2008

MATTHEW L. GRABINSKI
NORTHERN TRUST BANK BLDG.
4001 TAMiami TRAIL NORTH, STE. 300
NAPLES, FL 34103

SUBJECT: AB TUSCANY, LLC
Ref. Number: W08000022310

We have received your document for AB TUSCANY, 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 of your limited liability company is not available in the state of Florida since it is the same as, or it is not distinguishable from the name of an existing entity on our records. Section 608.406, Florida Statutes, was amended effective July 1, 2007, to require the name of a foreign limited liability company to be distinguishable from the names of all other filings filed with the Division of Corporations, except for fictitious name registrations and general partnership registrations. Therefore, the limited liability company must select an alternate name for use in the state of Florida. Also, please note that adding "of Florida" or "Florida" to the end of the name is not acceptable.

Please insert the alternate name in the space provided on the application form. You must also attach a copy of the written consent of the managers or managing members adopting the alternate name for Florida. For your convenience, we are enclosing a fill-in-the-blank form for you to complete and return to our office for processing.

The alternate name must end with the words "Limited Liability Company," the abbreviation "L.L.C.," or the designation "LLC." The word "Limited" may be abbreviated as "Ltd." and the word "Company" may be abbreviated as "Co." The following suffixes are no longer acceptable limited liability company suffixes in Florida: "Limited Company," "L.C.," and "LC."

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) 245-6967.

Leslie Sellers
Regulatory Specialist II

Letter Number: 008A00027946

**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:

1. AB Naples, 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. applied for

(FEI number, if applicable)

4. April 24, 2008

(Date of Organization)

5. perpetual

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

6. May 1, 2008

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

7. AB Tuscany Holdings, Inc. c/o IRC Investor Services, LLC

3838 Tamiami Trail N., Suite 416, Naples, FL 34103

(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:

AB Tuscany Holdings, Inc. c/o IRC Investor Services, LLC

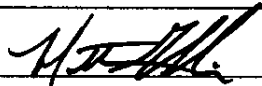
3838 Tamiami Trail N., Suite 416

Naples, FL 34103

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


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.)

Matthew L. Grabinski - Authorized Representative

Typed or printed name of signee

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2008 MAY 14 PM 4:49

FILED

**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:

AB Naples, LLC, a Delaware limited liability company

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:

IRC Investor Services, LLC

(Name)

3838 Tamiami Trail N., Suite 416

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

Naples

FL

34103

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.

IRC Investor Services, LLC

By: _____

(Signature)

Rainer Filthaut, Authorized Agent

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

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2008 MAY 14 PM 4:49

FILED

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "AB TUSCANY, 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-NINTH DAY OF APRIL, A.D. 2008.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "AB TUSCANY, LLC" WAS FORMED ON THE TWENTY-FOURTH DAY OF APRIL, A.D. 2008.

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

4538629 8300

080483288

You may verify this certificate online
at corp.delaware.gov/authvar.shtml



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6555385

DATE: 04-29-08

2008 MAY 18 4:49
TALLAHASSEE
SECRETARY OF STATE

FILED