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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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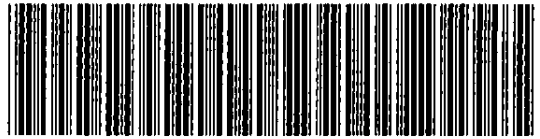
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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09 MAR 13 PM 1:34

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

J. BRYAN

MAR 16 2009

EXAMINER



HARBOR GROUP INTERNATIONAL, LLC

VIA UPS NEXT DAY AIR®

March 12, 2009

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

Re: Application by Foreign LLC for Authorization to Transact Business in Florida
HARBOR GROUP INTERNATIONAL, LLC

Dear Madam or Sir,

Enclosed please find the above-mentioned Application, the Certificate of Designation of Registered Agent, the Certificate of Fact from the State of Delaware, and our check in the amount of \$125.00 in payment of the applicable filing fees.

Please Note that there was previously a Virginia entity registered to transact business in Florida as Harbor Group International, L.L.C., filed as Document Number M01000002117. The Virginia entity is an affiliated entity of the Delaware entity we are now requesting authorization for. The name of the Virginia entity previously registered in Florida was changed to HGI Holdings, LLC in July 2007, and the Delaware entity was formed in July 2007. I have enclosed documentation from the Commonwealth of Virginia that demonstrates the original name of Harbor Group International, L.L.C. and the change of name to HGI Holdings, LLC. We would prefer to register the Delaware entity without having to select an alternate name for use in Florida.

Please process the application, and send the acknowledgement to my attention or contact me if we need to select an alternate name.

Sincerely,

A handwritten signature in cursive script, appearing to read 'C. Bertucci'.

Cindy Bertucci
Corporate Paralegal
cbertucci@harborg.com
(757) 390-3208

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**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. HARBOR GROUP INTERNATIONAL, 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 3. 87-0809912
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. JULY 13, 2007 5. PERPETUAL
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")

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

7. 999 WATERSIDE DRIVE, SUITE 2300
NORFOLK, VA 23510
(Street Address of Principal Office)

8. If limited liability company is a manager-managed company, check here ☒

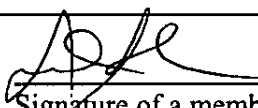
9. The name and usual business addresses of the managing members or managers are as follows:

JORDAN E. SLONE, NORMAN SLONE, HERBERT K. BANGEL, DAVID J. ZWIEBEL,

ALL AT THE FOLLOWING ADDRESS: 999 WATERSIDE DRIVE, SUITE 2300, NORFOLK, VA 23510

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: COMMERCIAL REAL ESTATE INVESTMENT


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.)
JORDAN E. SLONE, MANAGER
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:

HARBOR GROUP INTERNATIONAL, 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:

C T Corporation System

(Name)

1200 South Pine Island Road

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

Plantation

FL

33324

City/State/Zip

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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.

C T Corporation System

By:



(Signature)

Judith B. Argao

Asst. Secretary & V. President

\$ 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, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "HARBOR GROUP INTERNATIONAL, 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 NINTH DAY OF MARCH, A.D. 2009.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 7175600

DATE: 03-09-09