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DATE: 05-12-2011

NAME: WINTERHAVEN APARTMENTS LLC

**TYPE OF FILING: APPLICATION BY FOREIGN LLC TO TRANSACT
BUSINESS IN FLORIDA**

COST: \$160

RETURN: CERTIFIED COPY & CERTIFICATE OF STATUS

ACCOUNT: FCA000000015

AUTHORIZATION: ABBIE/PAUL HODGE



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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. Winter Haven Apartments LLC

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

(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," "LLC," "L.L.C.")

2. Delaware

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

3. 45-1803975

(FBI number, if applicable)

4. May 11, 2011

(Date of Organization)

5. Perpetual

(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. 120 Wells Avenue, Newton, MA 02459

(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:

Winter Haven Manager LLC

120 Wells Avenue, Newton, MA 02459

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: To engage in

all aspects of the real estate business.

x

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. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.)

Carole Thompson, authorized representative of member

Typed or printed name of signer

**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:

Winter Haven Apartments LLC

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

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

NRAI Services, Inc.

(Name)

515 East Park Avenue

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.

William J. DeNapoli

(Signature)

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

WINTER HAVEN APARTMENTS LLC
120 Wells Avenue
Newton, MA 02459

May 12, 2011

VIA FACSIMILE

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle

Re: Dissolution of Winter Haven Apartments LLC

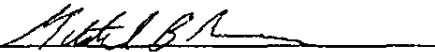
Dear Sir or Madam:

Winter Haven Apartments does not intend to revoke its dissolution.

Sincerely,

WINTER HAVEN APARTMENTS LLC,
a Florida limited liability company

By: Winter Haven Manager LLC, its sole Manager

By: 
Mitchell B. Robbins, its Manager

Delaware

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The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "WINTER HAVEN APARTMENTS 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 ELEVENTH DAY OF MAY, A.D. 2011.

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

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "WINTER HAVEN APARTMENTS LLC" WAS FORMED ON THE ELEVENTH DAY OF MAY, A.D. 2011.



4981368 8300

110527259

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


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 8755298

DATE: 05-11-11