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Florida Department of State  
Division of Corporations  
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To: Division of Corporations  
Fax Number : (850) 617-6383

From: Account Name : PROSKAUER ROSE LLP  
Account Number : 074673001063  
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Foreign Limited Liability Company  
ESPERANZA APARTMENTS LLC

Certificate of Status	1
Certified Copy	1
Page Count	03
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T. HAMPTON

MAY 18 2011

05/17/2011 15:38 FAX 2129692900

PROSKAUER ROSE LLP

002/006

May 17, 2011

PROSKAUER ROSE LLP

SUBJECT: ESPERANZA APARTMENTS LLC  
REF: W11000027068

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

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."

The document number of the name conflict is L08000028416 (ESPERANZA APARTMENTS, LLC).

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05/17/2011 15:38 FAX 2128892900

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5/17/2011 8:19:03 AM PAGE 2/002 Fax Server

If you have any further questions concerning your document, please call  
(850) 245-6855.

Tammy Hampton  
Regulatory Specialist II  
Registration/Qualification Section

FAX Aud. #: H11000132626  
Letter Number: 711A00012127

### WRITTEN CONSENT TO ADOPT ALTERNATE NAME FOR USE IN THE STATE OF FLORIDA

We, the undersigned, do hereby certify that we are the Managers and/or Managing

Members of ESPERANZA APARTMENTS LLC  
(Name of Limited Liability Company)

a limited liability company duly organized and existing under the laws of

DELAWARE  
(State or Country of Organization)

Because the name of this foreign limited liability company does not satisfy the requirements of the s. 608.406, F.S., the limited liability company hereby adopts the following name to transact business in the state of Florida:

ESPERANZA LAKE WORTH APARTMENTS LLC  
(Name to be used by limited liability company in Florida. NOTE: Name must end with Limited Liability Company, L.L.C., or LLC.)

Date: May 17, 2011

Signature(s) of Manager(s) and/or Managing Member(s):

*Steven Robbins*

Member:

Esperanza Lake Worth Holdings, LLC

By: Esperanza Lake Worth Manager, LLC it's Manager

By: Steven Robbins, Vice President

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11 MAY 17 AM 7:54

**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. The name of the Foreign Limited Liability Company is:

ESPERANZA APARTMENTS LLC

2. Alternate name adopted for the purpose of transacting business in Florida:

ESPERANZA LAKE WORTH APARTMENTS LLC

3. The Jurisdiction under the law of which the foreign limited liability company is organized is Delaware.

4. The FEI Number is 45-1658563.

5. The date of organization is March 30, 2011.

6. The duration of the limited liability company shall be perpetual.

7. The limited liability company has not transacted business in Florida prior to registration.

8. The street address of the Principal Office of the limited liability company is:

120 Wells Avenue  
Newton, MA 02459


9. The limited liability company is member-managed.

10. The names and usual business address of the Managing Member is:

Esperanza Lake Worth Holdings 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.

11. The Nature of business or purposes to be conducted or promoted in Florida is the ownership and operation of one or more real estate projects.



Carole Thompson, Authorized Representative

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.)

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11 MAY 17 AM 7:56

**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 Foreign Limited Liability Company is:

ESPERANZA APARTMENTS LLC

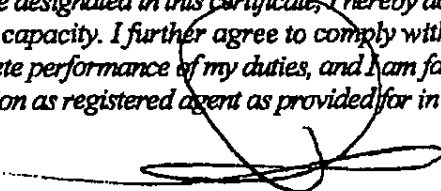
2. The alternate name to be used in the state of Florida is:

ESPERANZA LAKE WORTH APARTMENTS LLC

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

NRAI Services, Inc.  
515 E. Park Avenue  
Tallahassee, Florida 32301

*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.*

  
Peter F. Souza, Assistant Secretary

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# Delaware

PAGE 1

*The First State*

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ESPERANZA 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 SIXTEENTH DAY OF MAY, A.D. 2011.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "ESPERANZA APARTMENTS LLC" WAS FORMED ON THE THIRTIETH DAY OF MARCH, A.D. 2011.

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

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You may verify this certificate online at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 8762435

DATE: 05-16-11

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