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ACCOUNT NO. : 072100000032

REFERENCE : 306293 4329479

AUTHORIZATION :

Patricia Pysant

COST LIMIT : \$ 140.00

ORDER DATE : March 25, 1997

ORDER TIME : 10:37 AM

ORDER NO. : 306293-005

400002123894--0

CUSTOMER NO: 4329479

CUSTOMER: Mr. Stephen E. Cook
Baker & Hostetler
2300 Sun Bank Ctr., Box 112
200 South Orange Avenue
Orlando, FL 32802

FOREIGN FILINGS

mwr's

NAME: LAKEWOOD DEVELOPMENT COMPANY
LLC

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XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Victoria L. Perez

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BK
3/25/97

Mar. 18, 1997 4:04PM ADAMS KLEEMEIER

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No. 010283/PP. 2/455M

**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. Lakewood Development Company LLC

(Name of foreign limited liability company must end with the words "limited company" or their abbreviation
"L.C." if not so contained in the name at present)

2. North Carolina

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

3. applied for

(FEI number, if applicable)

4. February 24, 1997

(Date of Organization)

5. December 31, 2050

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

6. upon qualification

(Date first transacted business in Florida. (See sections 608.501, 608.502, and 607.123, F.S.)

7. 701 Green Valley Road

Greensboro, NC 27408

(Street address of principal office)

8. List name, title, and business address of each managing member (MEM) or manager (MGR)
who will manage the foreign limited liability company in Florida: (attach additional pages if necessary)

NAME & ADDRESS:

TITLE:

NAME & ADDRESS:

TITLE:

See attached Exhibit A.

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EXHIBIT A
(ALL ARE MANAGERS)

<u>NAME</u>	<u>TITLE</u>	<u>ADDRESS</u>
Peter L. Richardson	Director	266 Post Road East Westport, CT 06880
Robert L. Coble	Director, Vice President and Treasurer	Suite 1000, Renaissance Plaza 230 North Elm Street Greensboro, NC 27401
W. Winburne King, III	Director	Post Office Box 3463 Greensboro, NC 27402
John Page Richardson, Jr.	Director	109 Westport Road Easton, CT 06612
Jack Chambers	Director	Foley & Lardner 200 N. Laura Jacksonville, FL 32202
Roy Dye	Director	Bel-Aire Homes 2277 Lee Road Suite 200 East Winter Park, FL 32789
Earl H. Thiele	President	25201 U.S. Highway 27 Leesburg, FL 34748
Robert B. Tonry	Vice President of Finance and Secretary	25201 U.S. Highway 27 Leesburg, FL 34748
Clark Morton	Vice President of Sales	25201 U.S. Highway 27 Leesburg, FL 34748

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

**FURTHER TO THE PROVISIONS OF SECTION 603.415 or 603.407, FLORIDA STATUTES,
THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF
FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED
OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.**

limited liability company

Lakewood Development Company LLC

1. The name of the corporation is:

2. The name and address of the registered agent and office is:

A.G.C. CO.

(Name)

200 SOUTH ORANGE AVENUE, SUITE 2300

(P.O. Box not acceptable)

ORLANDO, FLORIDA 32802

(City/State/Zip)

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Having been named as registered agent and to accept service of process for the above stated corporation 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.

ROSEMARY O'SHEA
(Signature)

ROSEMARY O'SHEA, VICE PRESIDENT

03/21/97
(Date)

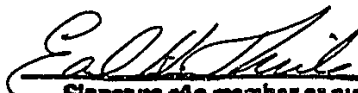
Filing Fee \$ 35 for Designation of Registered Agent

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN
LIMITED LIABILITY COMPANY**

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The undersigned member or authorized representative of a member of _____
Lakewood Development Company LLC _____ deposes and says:
one

- 1) the above named limited liability company has at least ~~two~~ members
- 2) the total amount of cash contributed by the member(s) is \$ 0.00
- 3) if any, the agreed value of property other than cash contributed by member(s) is
\$ 10,000.00 . A description of the property is attached and made a part hereto,
as Exhibit A.
- 4) the total amount of cash or property anticipated to be contributed by member(s) is
\$ 10,000.00 . This total includes amounts from 2 and 3 above.



Earl H. Thiele, President
Signature of a member or authorized representative of a member.
In accordance with section 605.004(1), Florida Statutes, the execution of this affidavit
constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

EXHIBIT A

DESCRIPTION OF PROPERTY

All of the issued and outstanding shares of Lakewood Development Company LLC (formerly Lakewood Liquidation Co., Inc.), which consists of the general partnership interest of The Plantation at Leesburg Limited Partnership.

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STATE OF NORTH CAROLINA



Department of The
Secretary of State

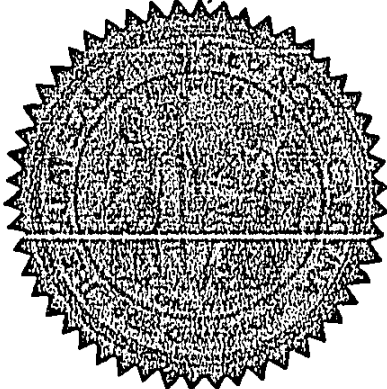
CERTIFICATE OF EXISTENCE (Limited Liability Company)

I, **ELAINE F. MARSHALL**, Secretary of State of the State
of North Carolina, do hereby certify that

LAKEWOOD DEVELOPMENT COMPANY LLC

*is a limited liability company duly formed under the laws of
the State of North Carolina, having been formed on the 28th
day of February, 1997, with a period of duration ending DEC
2050.*

I **FURTHER** certify that the said limited liability
company's articles of organization are not suspended for
failure to comply with the Revenue Act of the State of North
Carolina; that the said limited liability company is not
administratively dissolved for failure to comply with the
provisions of the North Carolina Limited Liability Company
Act; and that the said limited liability company has not filed
articles of dissolution as of the date of this certificate.



IN WITNESS WHEREOF, I have hereunto set my
hand and affixed my official seal at the City of
Raleigh, this 14th day of March, 1997.

Elaine F. Marshall

Secretary of State

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