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SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 DEC -2 PM 1:01

October 3, 1997

Florida Dept. of State
Registration Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

RE: Paradise Properties, L.L.C.


200002312312--6
-10/06/97--01077--003
****285.00 ****285.00

Dear Sirs:

I request to register my company, PARADISE PROPERTIES L.L.C. to transact business in the State of Florida.

Please call me directly if there are any questions or concerns I may answer.

Sincerely,


Paul L. Cornuke
Managing Member
Paradise Properties L.L.C.

W97-23316

Name Availability	
Document Examiner	KWM
Updater	KWM
Updater Verifier	KWM
Acknowledgement	KWM
W. P. Verifier	KWM

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November 13, 1997

Resolution


We, the Managing members of the Limited Liability Company known as Paradise Properties, L.L.C., registered in the State of Colorado at 1865 Old Ranch Road, Colorado Springs, Colorado, do hereby adopt the following resolutions:

1. Paradise Properties, L.L.C. shall also conduct business in the State of Florida.
2. The adopted name to conduct business in the State of Florida, shall be "Florida West Real Estate, L.L.C.".
3. The address to be designated and registered to conduct business in Florida shall be 3740 Gulf of Mexico Drive #70, Long Boat Key, FL 34228

These resolutions are hereby adopted and accepted by all members affixing their signatures below.


Paul L. Cornuke, Managing Member
Paradise Properties, L.L.C. dba
Florida West Real Estate, L.L.C.

11-13-97
Date


Nancy J. Cornuke, Managing Member
Paradise Properties, L.L.C. dba
Florida West Real Estate, L.L.C.

11/13/97
Date



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

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October 13, 1997

PAUL L. CORNUKE
1865 OLD RANCH ROAD
COLORADO SPRINGS, CO 80908

SUBJECT: PARADISE PROPERTIES, LLC
Ref. Number: W97000023316

We have received your document for PARADISE PROPERTIES, LLC and your check(s) totaling \$285.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is not available. Therefore, the limited liability company must adopt an alternate name for use in the state of Florida. To adopt an alternate name the entity must submit a resolution signed by a managing member or manager adopting the alternate name for use in the state of Florida. The alternate name must end with "L.L.C.," "L.C.," "Limited Liability Company" or "Limited Company."

The designation of the registered agent must be at a Florida street address.

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) 487-6967.

Kenny Manning
Corporate Specialist

Letter Number: 797A00050005

**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. PARADISE PROPERTIES, LLC DBA: "FLORIDA WEST REAL ESTATE LLC"
(COLORADO LIMITED LIABILITY COMPANY) (ADOPTED NAME)
(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. COLORADO 3. EIN 94-3266193
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)
4. APRIL 19, 1996 5. PERPETUAL
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")
6. NONE TO DATE
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 1865 OLD RANCH ROAD
COLORADO SPRINGS COLORADO 80908
(Street address of principal office)
8. List name, title, and business address of each managing member[MGRM] or manager[MGR] who will manage the foreign limited liability company in Florida: (attach additional page if necessary)

NAME & ADDRESS:

TITLE:

NAME & ADDRESS:

TITLE:

PAUL L. CORNUKE MGRM
1865 OLD RANCH RD.
COLORADO SPRINGS
CO 80908 MGRM

NANCY J. CORNUKE MGRM
1865 OLD RANCH RD.
COLORADO SPRINGS
CO 80908 MGRM

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**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 IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

PARADISE PROPERTIES LLC

DBA: "FLORIDA West
Real Estate L.L.C."
(adopted name)

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

PAUL L. CORNUKE
(Name)

Florida address
3740 GOLF OF MEXICO DR.
#70
Long Boat Key
FLORIDA
34228

Colorado
address

1865 OLD RANCH Road
(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)

Colorado SPRINGS Co 80908
(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.

Paul L. Cornuke
(Signature)

October 3, 1997
(Date)

Filing Fee: \$ 35 for Designation of Registered Agent

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

The undersigned member or authorized representative of a member of _____

PARADISE PROPERTIES, LLC deposes and says:
DBA "FLORIDA WEST REAL ESTATE L.L.C."

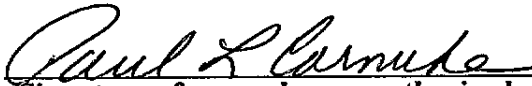
1) the above named limited liability company has at least two members

2) the total amount of cash contributed by the member(s) is \$ 3000.00

3) if any, the agreed value of property other than cash contributed by member(s) is \$ Ø
A description of the property is attached and made a part hereto.

4) the amount of cash or property anticipated to be contributed by member(s) is \$ 3,000.00
This total includes amounts from 2 and 3 above.

5) the total amount of cash or property anticipated to be contributed by member(s) is \$ 3,000.00



Signature of a member or authorized representative of a member.
(In accordance with section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Filing Fee: \$250.00 for Application and Affidavit

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STATE OF COLORADO

DEPARTMENT OF
STATE

CERTIFICATE

I, VICTORIA BUCKLEY, SECRETARY OF STATE OF THE STATE OF
COLORADO HEREBY CERTIFY THAT ACCORDING TO THE RECORDS OF
THIS OFFICE,

PARADISE PROPERTIES, LLC
(COLORADO LIMITED LIABILITY COMPANY)

BECAME ORGANIZED UPON FILING ARTICLES OF ORGANIZATION
DATED April 19, 1996.

DATED: September 05, 1997

Victoria Buckley

SECRETARY OF STATE