

STEEL ESTATE & DAVIS L.L.C.
Requester Name
M9700000886

Address
City/State/Zip 222-2300
Phone #

CONTACT: ELIZABETH

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. ASHTON WOODS FLORIDA L.L.C.
(Corporation Name)

(Document #)

2. _____
(Corporation Name)

(Document #)

3. _____
(Corporation Name)

(Document #)

4. _____
(Corporation Name)

(Document #)

100002384001--9
-12/29/97-01005-002
****197.50 ****197.50
100002384001--9
-12/29/97-01005-003
*****87.50 *****87.50

☒ Walk in

☒ Pick up time 3:00

☐ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

| NEW FILINGS | |
|--------------------------|-------------------|
| <input type="checkbox"/> | Profit |
| <input type="checkbox"/> | NonProfit |
| <input type="checkbox"/> | Limited Liability |
| <input type="checkbox"/> | Domestication |
| <input type="checkbox"/> | Other |

| AMENDMENTS | |
|--------------------------|--|
| <input type="checkbox"/> | Amendment |
| <input type="checkbox"/> | Resignation of R.A., Officer/ Director |
| <input type="checkbox"/> | Change of Registered Agent |
| <input type="checkbox"/> | Dissolution/Withdrawal |
| <input type="checkbox"/> | Merger |

| OTHER FILINGS | |
|--------------------------|------------------|
| <input type="checkbox"/> | Annual Report |
| <input type="checkbox"/> | Fictitious Name |
| <input type="checkbox"/> | Name Reservation |

| REGISTRATION/ QUALIFICATION | |
|-----------------------------|---------------------|
| <input type="checkbox"/> | Foreign |
| <input type="checkbox"/> | Limited Partnership |
| <input type="checkbox"/> | Reinstatement |
| <input type="checkbox"/> | Trademark |
| <input type="checkbox"/> | Other |

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 DEC 29 AM 10:13

97 DEC 29 PM 8:45

285

BYC 12/29/97
CF-285

Examiner's Initials

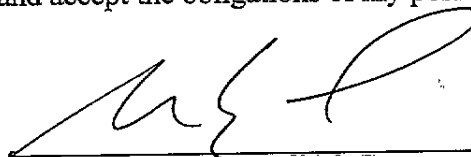
**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY
FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**

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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 limited liability company is: **ASHTON WOODS FLORIDA L.L.C.**
2. The jurisdiction under the law of which it is incorporated is: Nevada.
3. The date of organization is: February 6, 1997.
4. The duration is until the close of business on February 1, 2037, unless earlier dissolved.
5. The date the limited liability company first transacted business in Florida is: December 26, 1997.
6. The street address of its principal office is: One East First Street, Reno, Washoe County, Nevada 89501.
7. The name and street address of the Company's registered agent in Florida is: Michael E. Botos, Steel Hector & Davis LLP, 1900 Phillips Point West, 777 South Flagler Drive, West Palm Beach, FL 33401
8. Registered agent's acceptance:

Having been named as registered agent to accept service of process for the above stated limited liability company at the place designated in this application, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



Signature of Registered Agent

9. Names and business addresses of the managing members or managers of the limited liability company are as follows:

Bruce Freeman
250 Lesmill Road
Don Mills, Ontario M3B 2T5 Canada

Seymour Joffe
250 Lesmill Road
Don Mills, Ontario M3B 2T5 Canada

Harry Rosenbaum
250 Lesmill Road
Don Mills, Ontario M3B 2T5 Canada

10.



(Signature of any manager listed in number 9 of the application)

11.

Bruce Freeman
(typed or printed name and capacity of person signing application)

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AFFIDAVIT

Bruce Freeman, Manager of Ashton Woods Florida L.L.C., a Nevada limited liability company (the "Company"), being duly sworn, certifies as follows:

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1. The Company has at least two members.

2. The actual amount of capital contributions contributed to the Company by its Members is \$100.00, all of which was contributed in the form of cash. The anticipated amount of capital contributions (including the actual amount of capital contributed by the Members) to the Company by its Members is ~~to be determined by the Managers pursuant to the Company's Regulations~~ \$100.00. No property will be contributed.

FURTHER AFFIANT SAYETH NOT.

Under penalties of perjury, I declare that I have read the foregoing, and that the facts alleged are true to the best of my knowledge and belief.

Ashton Woods Florida L.L.C.

By 

Bruce Freeman

Date: December 23, 1997

ACKNOWLEDGEMENT

COUNTRY OF CANADA
PROVINCE OF ONTARIO

The foregoing instrument was acknowledged before me this 23rd day of December, 1997 by Bruce Freeman, as Manager of Ashton Woods Florida L.L.C., who is personally known to me or who has provided _____ as identification, and he acknowledged before me that he executed the above Affidavit, as Manager of Ashton Woods Florida L.L.C., as his free act and deed.

Notary Public

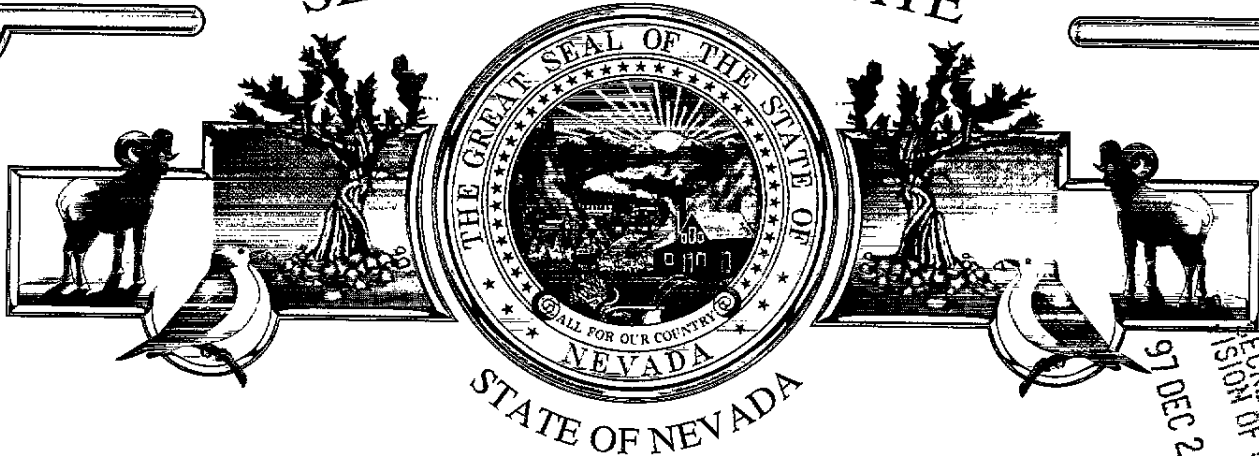
Sign 

Print Phyllis Joyce Tenn

Province of Ontario

My Commission Expires August 8, 1998

SECRETARY OF STATE



CERTIFICATE OF EXISTENCE WITH STATUS IN GOOD STANDING

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I, DEAN HELLER, the duly elected and qualified Nevada Secretary of State, do hereby certify that I am, by the laws of said State, the custodian of the records relating to filings by corporations, limited-liability companies, limited partnerships, and limited-liability partnerships pursuant to Title 7 of the Nevada Revised Statutes which are either presently in a status of good standing or were in good standing for a time period subsequent of 1976 and am the proper officer to execute this certificate.

I further certify that the records of the Nevada Secretary of State, at the date of this certificate, evidence, **ASHTON WOODS FLORIDA L.L.C.**, as a limited-liability company duly organized under the laws of Nevada and existing under and by virtue of the laws of the State of Nevada since February 6, 1997, and is in good standing in this state.

IN WITNESS WHEREOF, I have hereunto set my hand
and affixed the Great Seal of State, at my office, in
Carson City, Nevada, on December 19, 1997.



By

Dean Heller
Secretary of State

Sequeline Curry
Certification Clerk