

1198000000047

TRANSMITTAL LETTER

TO: QUALIFICATION/TAX LIEN SECTION
DIVISION OF CORPORATIONS

100002382701--6
-01/21/98--01048--002
****325.00 ****162.50

SUBJECT: SURFCOMBER MELBOURNE ASSOCIATES, LLC
(Name of corporation - must include suffix)

100002382701--6
-12/24/97--01088--002
****245.00 ****122.50

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

ERIC A. HEINZ, ESQ.
(Name of Person)
LAW OFFICES OF ERIC A. HEINZ
(Firm/Company)
1700 MARKET STREET, SUITE 1416
(Address)
PHILADELPHIA, PA 19103
(City, State and Zip Code)

FILED
98 JAN 16 PM 1:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Should you need to call someone concerning this matter, please call:

ERIC A. HEINZ at (215) 972 - 0536
(Name of Person) Area Code & Daytime Telephone Number

Name	11/2/98
Availability	Dec
Document Examiner	COURIER ADDRESS: DCC Qualification/Tax Lien Sec. Division of Corporations 409 E. Gaines St. Tallahassee, FL 32399
Updater	
Updater/Verifier	DCC
Acknowledgement	DCC
W. P. Verifier	DCC

MAILING ADDRESS:
Qualification/Tax Lien Sec.
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

G. TAX
FILING 162.50
R. AGENT FEE
C. C
T
N. LACK
BALANCE DUE
REFUND

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1198000000035

LAW OFFICES OF ERIC A. HEINZ

A PROFESSIONAL CORPORATION
1700 MARKET ST., SUITE 1416
PHILADELPHIA, PA 19103
FAX (215) 972-0306

ERIC A. HEINZ
DANA DERHAM-BOYAMA

WRITER'S DIRECT DIAL
(215) 972-0536

December 23, 1997

Qualification/Tax Lien Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Re: Registration of a Foreign Profit Corporation to Transact
Business in Florida

Dear Sir/Madam:

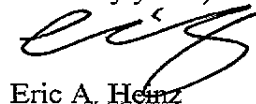
Enclosed are two (2) transmittal letters including applications and certificates of existence for the following entities, each of which was formed in the State of Delaware.

Surfcomber Jacksonville Associates, LLC
Surfcomber Melbourne Associates, LLC

Please register each entity to transact business in Florida and provide me with a certified Certificate of Status.

Also enclosed is a check in the amount of \$245.00 to cover the cost of filing fees and certified Certificates of Status for each entity. Please return acknowledgments and certificates via the enclosed Federal Express envelope.

Sincerely yours,



Eric A. Heinz

Encl.
cc: Stewart M. Mirmelli



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

January 2, 1998

ERIC A. HEINZ, ESQ.
1700 MARKET STREET, SUITE 1416
PHILADELPHIA, PA 19103

SUBJECT: SURFCOMBER MELBOURNE ASSOCIATES, LLC
Ref. Number: W98000000035

We have received your document for SURFCOMBER MELBOURNE ASSOCIATES, LLC and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Effective April 23, 1997, the fees to qualify a foreign limited liability company total \$285.00 and breakdown as follows: \$250.00 filing fee for the application and affidavit and \$35 registered agent designation fee. An additional \$52.50 is due for each certified copy requested and an additional \$8.75 is due for each certificate of status requested.

You have completed the wrong application. Please complete the attached form.

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) 487-6913.

Diane Cushing
Corporate Specialist

Letter Number: 698A00000047

**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. Surfcomber Melbourne Associates, 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. Delaware
(Jurisdiction under the law of which foreign limited liability company is organized)
3. Pending
(FEI number, if applicable)
4. December 15, 1997
(Date of Organization)
5. Perpetual
(Duration: Year limited liability company will cease to exist or "perpetual")
6. January 2, 1998
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. _____
407 Lincoln Road, Suite 11-B, Miami Beach, FL 33139
(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:
<u>Surfcomber Melbourne</u>	<u>Manager</u>	_____	_____
<u>Management, Inc.</u>		_____	
<u>407 Lincoln Road</u>		_____	
<u>Suite 11-B</u>		_____	
<u>Miami Beach, FL 33139</u>		_____	
_____		_____	
_____		_____	
_____		_____	
_____		_____	

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN LIMITED LIABILITY COMPANY

The undersigned member or authorized representative of a member of Surfcomber Melbourne
Associates, LLC deposes and says:

- 1) the above named limited liability company has at least ~~two~~^{one} members
- 2) the total amount of cash contributed by the member(s) is \$ 3,150,000
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ -
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 \$ 3,150,000
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

 General Partner of the Sole Member

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.)

FILED
98 JAN 16 PM 1:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Filing Fee: \$250.00 for Application and Affidavit

**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:

Surfcomber Melbourne Associates, LLC

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

Stewart M. Mirmelli, Esq.
(Name)

407 Lincoln Road, Suite 11-B
(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)

Miami Beach, FL 33139
(City/State/Zip)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 JAN 16 PM 1:55

FILED

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.

Stewart Mirmelli
(Signature)

1-14-98
(Date)

Filing Fee: \$ 35 for Designation of Registered Agent

State of Delaware
Office of the Secretary of State

PAGE 1

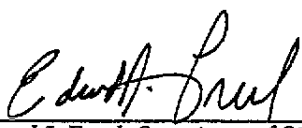
I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SURFCOMBER MELBOURNE ASSOCIATES, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE NINETEENTH DAY OF DECEMBER, A.D. 1997.

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 "SURFCOMBER MELBOURNE ASSOCIATES, LLC" WAS FORMED ON THE FIFTEENTH DAY OF DECEMBER, A.D. 1997.

FILED
96 JAN 18 PM 1:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA





Edward J. Freel, Secretary of State

2833389 8300

971440046

AUTHENTICATION:

8826302

DATE:

12-19-97