

M98000000314



ACCOUNT NO. : 072100000032

REFERENCE : 762296 4303929

AUTHORIZATION :

*Patricia Piquet*

COST LIMIT : \$ 346.25

ORDER DATE : March 31, 1998

ORDER TIME : 10:29 AM

ORDER NO. : 762296-015

CUSTOMER NO: 4303929

CUSTOMER: Ms. Jazmine Roman  
Greenberg Traurig  
1221 Brickell Avenue

Miami, FL 33131

100002473551--5

FOREIGN FILINGS

NAME: DOUGLAS CENTRE, LLC

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
XX PLAIN STAMPED COPY  
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Carina L. Dunlap

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
APR 1 1998 PM 4:05  
M98-314  
DIVISION OF CORPORATION  
98 MAR 31 AM 11:20  
RECEIVED

*GA*



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

March 31, 1998

CARINA DUNLAP  
CSC  
TALLAHASSEE, FL

SUBJECT: DOUGLAS CENTRE, LLC  
Ref. Number: W98000007124

We have received your document for DOUGLAS CENTRE, LLC and the authorization to debit your account in the amount of \$346.25. However, the document has not been filed and is being returned for the following:

A certificate of existence, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

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) 487-6917.

Gretchen Harvey  
Corporate Specialist Supervisor

Letter Number: 498A00017102

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 MAR 11 PM 3:05  
APR 1

**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. DOUGLAS CENTRE, 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. Please note: "L.L.C." is not an acceptable suffix in Florida.)
2. Delaware 3. Applied For  
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)
4. April 1, 1998 5. 2048  
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")
6. April 1, 1998  
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 1013 Centre Road  
Wilmington, DE 19805  
(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>X. E. Rosales</u>	<u>MGR</u>		
<u>2600 Douglas Road</u>			
<u>Coral Gables, FL 33134</u>			

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 MAR 26 PM 3:05  
APR 1

**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, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUEMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: DOUGLAS CENTRE, LLC

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

X. E. Rosales

(Name)

2600 Douglas Road

(P.O. Box not acceptable)

Coral Gables, FL 33134

(City/State/Zip)

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DIVISION OF CORPORATIONS  
98 MAR 30 PM 3:05  
APR 1

*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.*

Xavier Rosales

(Signature)

3/30/98


(Date)

Filing Fee: \$ 35 for Designation of Registered Agent

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

The undersigned member or authorized representative of a member of DOUGLAS  
CENTRE, LLC deposes and says:

- 1) the above named limited liability company has ~~at least two members~~ one Member pursuant to Delaware Statute.
- 2) the total amount of cash contributed by the member(s) is \$ 100.00.
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ N/A. A description of the property is attached and made a part hereto.
- 4) the total amount of cash or property anticipated to be contributed by member(s) is \$ 100.00. This total includes amounts from 2 and 3 above.

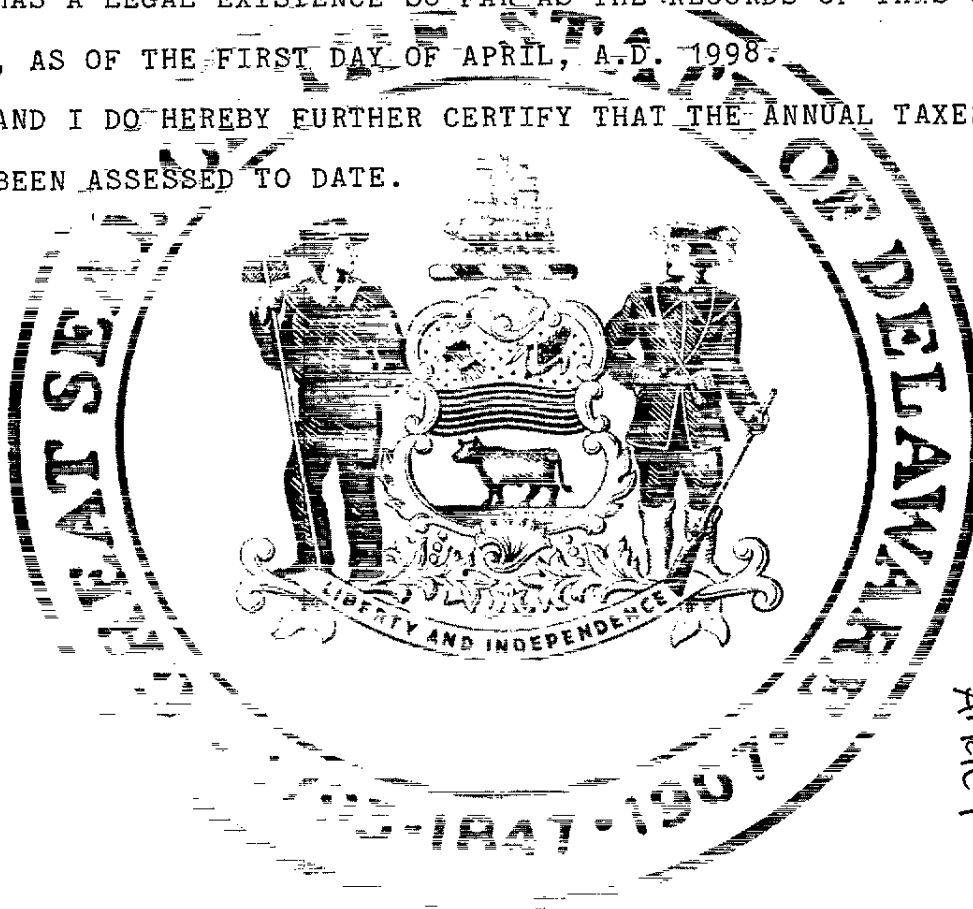
  
\_\_\_\_\_  
Signature of a member or authorized representative of a member.  
(In accordance with section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

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DIVISION OF CORPORATIONS  
98 MAY 11 PM 3:05  
APR 1

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "DOUGLAS CENTRE, 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 FIRST DAY OF APRIL, A.D. 1998.

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



FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 APR 1 PM 3:05



*Edward J. Freel*

Edward J. Freel, Secretary of State

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AUTHENTICATION: 9005158

DATE: 04-01-98