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April 24, 1998

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

800002502348--4
-04/28/98--01031--001
****293.75 ****293.75

RE: Registration of Foreign Limited Liability Company
CLOVER SOUTH PROPERTIES, L.L.C.

FILED
98 APR 28 PM 1:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

To Whom it May Concern:

Please register Clover South Properties, L.L.C., a Michigan limited liability company, as a foreign limited liability company to transact business in Florida. The purpose of this entity will be the management of real property in the State of Florida. Enclosed are the following items:

1. Original Certificate of Existence - State of Michigan;
2. Application for Authorization to Transact Business in Florida;
3. Affidavit of Membership and Contributions;
4. Designation of Registered Agent/Office; and
5. Our check in the amount of \$293.75 to cover filing and copy fees.

After Clover South Properties, L.L.C. has been properly registered, please forward the Certificate of Status to us at the above address.

If you have questions about this matter, please feel free to call.

Sincerely,

PAVLOCK & PAVLOCK, P.C.



Karen L. Jones

Enclosures
cc: George F. Riley

M98-422

Name	OK 429
Availability	OK
Document	OK
Examiner	OK
Updater	OK
Verifier	OK
Acknowledgment	OK
W. P. Verity	OK

**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 TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. CLOVER SOUTH PROPERTIES, L.L.C., a Michigan limited liability company
(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. State of Michigan
(Jurisdiction under the law of which foreign limited liability company is organized)
3. Michigan
STATE ID: B24708 F.E.I.N.: 38-3403670
(FEI number, if applicable)
4. April 2, 1998
(Date of Organization)
5. 30 years (to April 2, 2028)
(Duration: Year limited liability company will cease to exist or "perpetual")
6. 4/20/98
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 32781 Eleven Mile Road, Farmington Hills, Michigan 48336
(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:
George F. Riley	Managing Member		MANAGING Member
74 Southport Cove, Bonita Springs, FL		34134	


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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

9. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the Secretary of State or the proper official having custody of records in the state under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

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

The undersigned member or authorized representative of a member of CLOVER SOUTH PROPERTIES,
L.L.C., a Michigan limited liability company, certifies:

- 1) the above named limited liability company has ~~at least two members,~~xx ONE MEMBER, per the authority of Act 23, Michigan Public Acts of 1993.
- 2) the total amount of cash contributed by the member(s) is \$ 0;
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ 1.5 million,
(A description of the property is attached and made a part hereto.)
and
- 4) the total amount of cash and property contributed and anticipated to be contributed by member(s) is \$ 1.5 million
(This total includes amounts from 2 and 3 above.)

 (GEORGE F. RILEY, Managing Member)
Signature of a member or an 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.)

GEORGE F. RILEY

Typed or printed name of signee

Filing Fee: \$250.00 for Application and Affidavit

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TALLAHASSEE, FLORIDA

CLOVER SOUTH PROPERTIES, L.L.C.,
a Michigan limited liability company
acting in Florida

LEGAL DESCRIPTION OF PROPERTY:

Land situated in the County of Collier and State of Florida, to wit:

The East 25 feet of Lot 17, all of Lots 18 and 19, the West 6 2/3 feet of Lot 20, and the South 10 feet of the East 98.33 of a 20 foot East/West alley, Block 13, Tier 11, Plan of Naples, as recorded in Plat Book 1, Page 8, of the Public Records of Collier County, Florida.

Street Address: 750 11th Street South
Naples, Florida 34012

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TALLAHASSEE, FLORIDA

**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 TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

CLOVER SOUTH PROPERTIES, L.L.C., a Michigan limited liability company

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

George F. Riley

(Name)

74 Southport Cove, Bonita Springs, FL 34134

Florida street address (P.O. Box **NOT** ACCEPTABLE)

FL

City/State/Zip

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

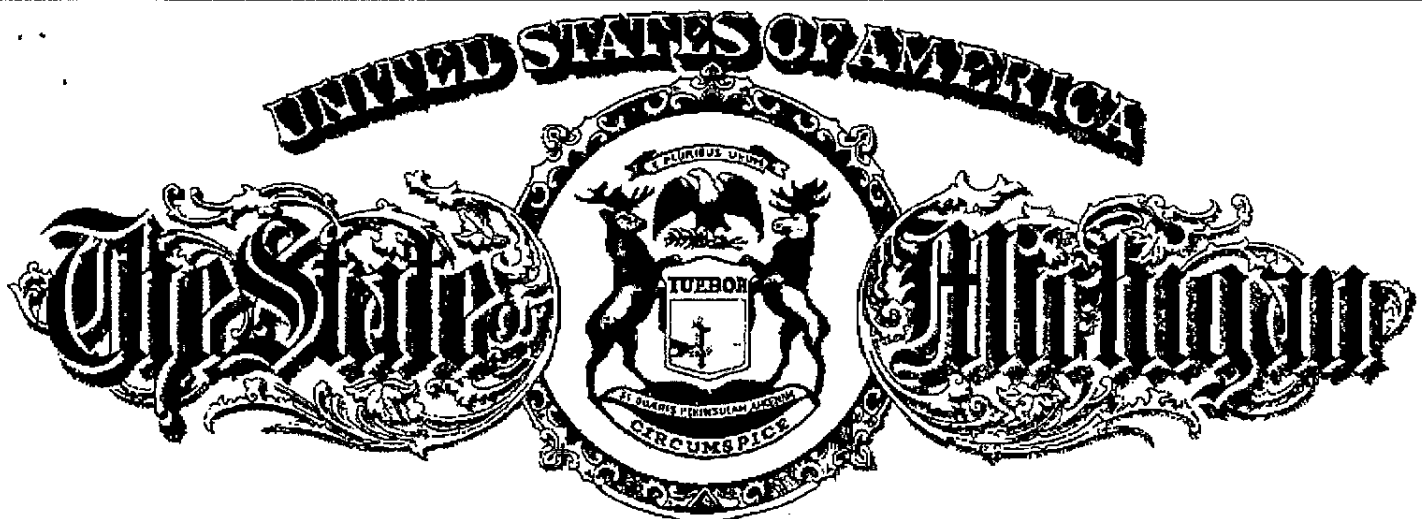
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Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. 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.

x George F. Riley
GEORGE F. RILEY (Signature)

Filing Fee: \$ 35 for Designation of Registered Agent



Michigan Department of Consumer and Industry Services

Lansing, Michigan

This is to Certify That

CLOVER SOUTH PROPERTIES, L.L.C.

*a limited liability company formed under the laws of the State of MICHIGAN ,
was authorized on April 2, 1998 to transact business in Michigan, and
that said entity holds a valid cetificate of authority to transact business in this state.*

*I FURTHER CERTIFY that as of this date, the Certificate of Authority has not been
surrendered, suspended or revoked, and is in full force and effect.*

*This certificate is in due form, made by me as the proper officer, and is
entitled to have full faith and credit given it in every court and office
within the United States.*

*In testimony whereof, I have hereunto set my
hand and affixed the Seal of the Department,
in the City of Lansing, this 6th day
of April, 1998.*

Julie Coll

, Director

171J 0361951

Corporation, Securities and Land Development Bureau