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ACCOUNT NO. : 072100000032

REFERENCE : 861731 7121608

AUTHORIZATION : Patricia Fyfe

COST LIMIT : \$ 285.00

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 JUN 21 PM 3:54

ORDER DATE : June 18, 1998

ORDER TIME : 10:04 AM

ORDER NO. : 861731-010

CUSTOMER NO: 7121608

CUSTOMER: Ann Marie Cotharin, Legal Asst  
Dechert Price & Rhoads  
90 State House Square  
13th Floor  
Hartford, CT 06103

900002567539--9

FOREIGN FILINGS

NAME: CARLYLE CLUB APARTMENTS  
INVESTORS LLC

XXXX QUALIFICATION (TYPE: LL)

Name	MFA
Availability	MFA
Document Examiner	MFA
Updater	MFA
UOCAER Verifier	MFA
Acknowledgement	MFA
W. P. Verifier	MFA

699-86W

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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

CONTACT PERSON: Deborah Schroder

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DIVISION OF CORPORATION



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

June 22, 1998

CSC CORPORATION COMPANY  
DEBORAH SCHRODER

SUBJECT: CARLYLE CLUB APARTMENTS INVESTORS LLC  
Ref. Number: W98000014271

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We have received your document for CARLYLE CLUB APARTMENTS INVESTORS LLC. However, the document has not been filed and is being returned for the following:

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.

Michelle Hodges  
Document Specialist

Letter Number: 298A00034300

**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. CARLYLE CLUB APARTMENTS INVESTORS 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. N/A  
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)
4. 6/17/98 5. Perpetual  
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")
6. Upon Qualification  
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. c/o Allegis Realty Investors LLC, 242 Trumbull Street, 4th Floor,  
Hartford, CT 06103  
(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:
AETNA LIFE INSURANCE COMPANY	Managing Member		
c/o Allegis Realty Investors LLC, 242 Trumbull Street, 4th Fl., Hartford, CT 06103			
ALLEGIS REALTY INVESTORS LLC	Manager		
242 Trumbull Street, 4th Fl., Hartford, CT 06103			

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State of Delaware  
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CARLYLE CLUB APARTMENTS INVESTORS 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 JUNE, A.D. 1998.

AND I DO HEREBY FURTHER CERTIFY THAT THE FORESAID LIMITED LIABILITY COMPANY IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE NOT HAVING BEEN CANCELLED OR DISSOLVED SO FAR AS THE RECORDS OF THIS OFFICE SHOW AND IS DULY AUTHORIZED TO TRANSACT BUSINESS.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID CARLYLE CLUB APARTMENTS INVESTORS LLC WAS FORMED ON THE EIGHTEENTH DAY OF JUNE, A.D. 1995.

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



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98 JUN 24 PM 3:54

*Edward J. Freel*

Edward J. Freel, Secretary of State



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981237961

AUTHENTICATION:

9149702

DATE:

06-19-98

**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, 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: Carlyle Club Apartments Investors LLC

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

Corporation Service Company

(Name)

1201 Hays Street

(P.O. Box not acceptable)

Tallahassee, FL 32301

(City/State/Zip)

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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.

By: Cheryl L. Jentura  
(Signature)

JUNE 19, 1998

(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 Carlyle Club  
Apartments Investors LLC deposits and says:

- 1) ~~the above named limited liability company has at least two members~~
- 2) the total amount of cash contributed by the member(s) is \$ 1,000.00
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ 0.00. 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 \$ 1,000.00. This total includes amounts from 2 and 3 above.

AETNA LIFE INSURANCE COMPANY

By: Allegis Realty Investors LLC  
Its Investment Advisor and Agent

By: Michael T. Michetta

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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