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98 SEP 22 PM 2:17
TALLAHASSEE, FLORIDA

REFERENCE:

0163.3916

DATE:

9-22-98

CONTACT:

CINDY HICKS

FROM:

CORPORATE & CRIMINAL RESEARCH SERVICES

CM

103 N. MERIDIAN STREET

TALLAHASSEE, FL 32301

TELEPHONE:

222-1173

SUBJECT:

Cypress Greens Lessee, L.L.C.

STATE FEES PREPAID WITH CHECK # 3291 FOR \$ 293.75

8000002646268--1

-09/22/98--01052--024

***293.75 ***293.75

PLEASE FILE:

() ARTICLES OF INC.

() AMENDMENT

() DISSOLUTION

() ANNUAL REPORT

() MERGER

() WITHDRAWAL

() QUALIFICATION

() LIMITED PARTNERSHIP () ANNUAL REPORT

() FICTITIOUS NAME

() LIMITED LIABILITY () REINSTATEMENT

() TRADEMARK/SERVICE

() UCC-1

() UCC-3

PROVIDE US WITH:

() CERTIFIED COPY

() CERTIFICATE OF STATUS

() STAMPED COPY

Examiner's Initials

**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. CYPRESS GREENS LESSEE, L.L.C.

(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. 52-2117141

(FEI number, if applicable)

4. August 25, 1998

(Date of Organization)

5. Perpetual

(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. 2637 McCormick Drive, Suite B, Clearwater, Florida 34619-1041

(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:

⁸⁹⁸⁻⁷⁴⁴⁷⁰
Cypress Greens Investors,
Inc. a Florida corporation
2637 McCormick Drive,
Suite B
Clearwater, FL 34619

MGRM

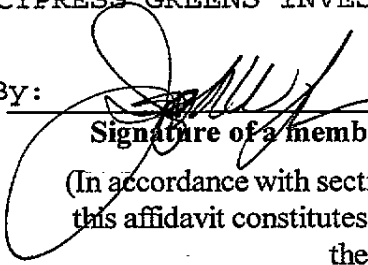
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SEP 22 PM 2:17
TALLAHASSEE, FLORIDA

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

The undersigned member or authorized representative of a member of CYPRESS GREENS LESSEE, L.L.C.
_____ deposes and says:

- 1) the above named limited liability company has at least ~~two members~~ one (1) member.
- 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 \$ -0-.
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.
- 5) the total amount of cash or property anticipated to be contributed by member(s) is \$ 100.00.

CYPRESS GREENS INVESTORS, INC.

By:  _____ Joseph W. Gaynor, President
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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08 SEP 22 PM 2:17
CLERK OF DISTRICT COURT
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 IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is:

CYPRESS GREENS LESSEE, L.L.C.

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

JOSEPH W. GAYNOR

(Name)

2637 McCormick Drive, Suite B

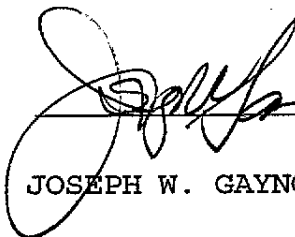
(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)

Clearwater, Florida 34619-1041

(City/State/Zip)

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TALLAHASSEE, FLORIDA

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.



(Signature)
JOSEPH W. GAYNOR

September 17, 1998

(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 "CYPRESS GREENS LESSEE, L.L.C." 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 SECOND DAY OF SEPTEMBER, A.D. 1998.

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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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981343664



Edward J. Freel

9284485

09-02-98

Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE: