

# M98000000/255

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LAWYERS

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TWO NORTH TAMiami TRAIL  
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October 23, 1998

**Via Federal Express**

Registration Section  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, Florida 32399

PLEASE REPLY TO: SARASOTA

**RE: Winter Garden, LLC**

600002673526--0  
-10/27/98--01065--003  
\*\*\*\*337.50 \*\*\*\*337.50

Dear Madam/Sir:

Enclosed herewith please find the following documents regarding the Florida registration of the above-referenced foreign limited liability company:

1. Original Certificate of Good Standing from the State of Nevada;
2. Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida;
3. Affidavit of Membership and Contributions of Foreign Limited Liability Company;
4. Certificate of Designation of Registered Agent/Registered Office; and
5. Check #2832 made payable to "Florida Department of State" in the amount of \$337.50 representing the following fees:

Filing Fee for Application and Affidavit -	\$ 250.00
Designation of Registered Agent -	35.00
Certified Copy -	52.50
Total	\$ 337.50

Please return the certified copy of the certificate to this office by using the enclosed, self-addressed, postage paid envelope.

Should you have any questions regarding the above filing, please do not hesitate to contact our office. Thank you in advance for your prompt attention to this matter.

Very truly yours,

  
Bonnie R. Quigley  
Real Estate Paralegal

brq  
Encs.  
cc:

Dale A. Williams - via fax 949-673-3614  
Dave Rittenhouse - via fax 916-989-2880

Name	MH
Availability	MH
Document Examiner	MH
Updater	MH
Updater	MH
Verifier	MH
Acknowledgement	MH
W. P. Verifier	MH

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**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. WINTER GARDEN, LLC  
(Name of foreign limited liability company)
2. NEVADA  
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 88-0405151  
(FEI number, if applicable)
4. SEPTEMBER 23, 1998  
(Date of Organization)
5. PERPETUAL  
(Duration: Year limited liability company will cease to exist or "perpetual")
6. OCTOBER 30, 1998  
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 9198 GREENBACK LANE, SUITE 115  
ORANGEVALE, CALIFORNIA 95662  
(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:**

DALE A. WILLIAMS MGRM

9198 Greenback Lane, #115

Orangevale, CA 95662

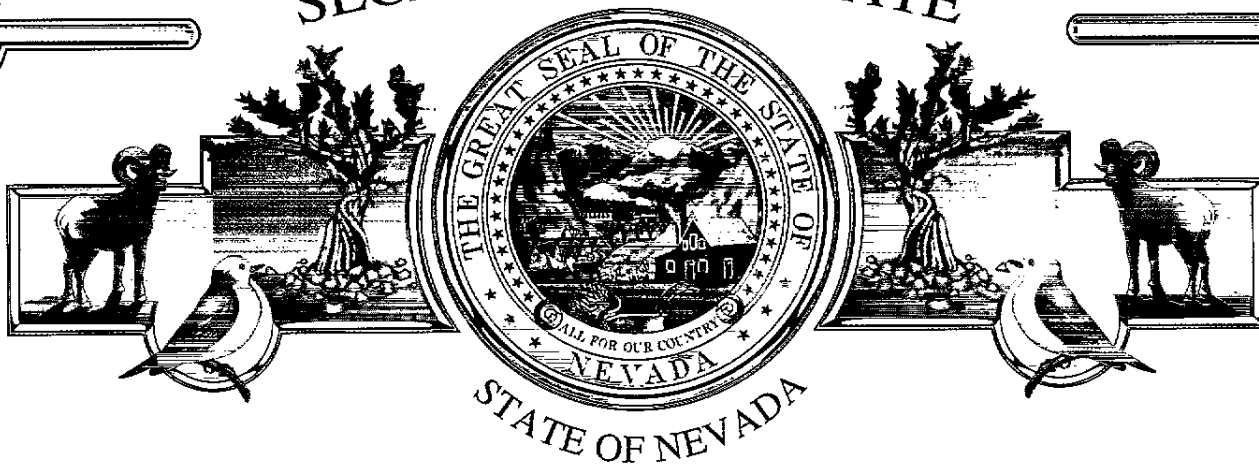
DAVID RITTENHOUSE MGRM

9198 Greenback Lane, #115

Orangevale, CA 95662

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# SECRETARY OF STATE



## CERTIFICATE OF EXISTENCE (including amendments)

I, DEAN HELLER, the duly elected and qualified Nevada Secretary of State, do hereby certify that I am, by the laws of said State, the custodian of the records relating to filings by corporations, limited-liability companies, limited partnerships, and limited-liability partnerships pursuant to Title 7 of the Nevada Revised Statutes which are either presently in a status of good standing or were in good standing for a time period subsequent of 1976 and am the proper officer to execute this certificate.

I further certify that the records of the Nevada Secretary of State, at the date of this certificate, evidence, **WINTER GARDEN, LLC** as a limited-liability company duly organized under the laws of Nevada and existing under and by virtue of the laws of the State of Nevada since September 23, 1998, and is in good standing in this state.

I FURTHER CERTIFY, that the above limited-liability company has Articles of Organization and no amendments on file in this office as of the date of this certificate.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office, in Carson City, Nevada, on October 20, 1998.



*Dean Heller*  
Secretary of State

By *S. J. Laila*  
Certification Clerk

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**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:

WINTER GARDEN, LLC

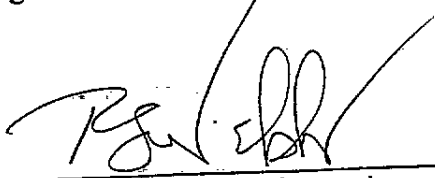
2. The name and the Florida street address of the registered agent and office are:

RICHARD S. WEBB, IV., ESQ.  
(Name)

2 NORTH TAMiami TRAIL, SUITE 500  
Florida street address (P.O. Box NOT ACCEPTABLE)

SARASOTA FL 34236  
City/State/Zip

*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)

Richard S. Webb, IV

**Filing Fee: \$35 for Designation of Registered Agent**

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

The undersigned member or authorized representative of a member of WINTER GARDEN, LLC  
\_\_\_\_\_ certifies:

1) the above named limited liability company has at least one member;

2) the total amount of cash contributed by the member(s) is

\$1,035,000.00

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.)

\$ -0-

and

4) the total amount of cash and property contributed and anticipated to be contributed  
by member(s) is

\$1,035,000.00

(This total includes amounts from 2 and 3 above.)

David Rittenhouse

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.)

DAVID RITTENHOUSE, MEMBER/MANAGER

Typed or printed name of signee

Filing Fee: \$250.00 for Application and Affidavit

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