

M98000001260

File 1st

FILING COVER SHEET

REFERENCE:

0151.4326

DATE:

10-28-98

CONTACT:

CINDY HICKS

FROM:

CORPORATE & CRIMINAL RESEARCH SERVICES

103 N. MERIDIAN STREET

TALLAHASSEE, FL 32301

TELEPHONE:

222-1173

SUBJECT:

GHG Williams Landing
LLC

FILED
SECRETARY OF CORPORATIONS
98 OCT 28 PM 1:49

STATE FEES PREPAID WITH CHECK #

3542

FOR \$

293.75

600002674466--8
-10/28/98--01058--018
***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

RECEIVED
58 OCT 28 PM 12:06
10/28/98
B/K

**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 TRANSACTION BUSINESS IN THE STATE OF FLORIDA:

SECRETARY OF STATE
98 OCT 28 PM 1:49
CORPORATIONS

1. GHG Williams Landing LLC
(Name of foreign limited liability company must end with the words "limited liability company" or "limited company" or their abbreviations "L.L.C." or "L.C." if not so contained in the name at present.)

2. Massachusetts 3. Applied for
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. 10/26/98 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 Gate House Group, 313 Congress St., Boston, MA 02210

(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>See 1 in Addendum</u>	<u></u>	<u></u>	<u></u>
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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.)

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 OCT 28 PM 1:49

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:

GHG Williams Landing LLC

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

Brian J. McDonough, Esquire
Stearns Weaver Miller Weissler Alhadeff & Sitterson, P.A.
(Name)

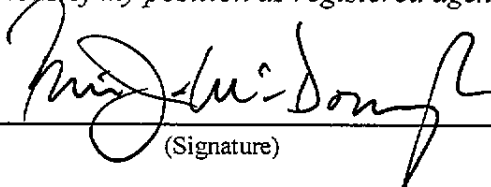
150 W. Flagler Street, Suite 2200

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

Miami, FL 33130

(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)

Filing Fee: \$ 35 for Designation of Registered Agent

Addendum

1. Name: David J. Canaperi
Title: MGR
c. c/o The Gatehouse Group, 313 Congress St., Boston, MA 02210

Name: David Grossman
Title: MGR
c. c/o The Gatehouse Group, 313 Congress St., Boston, MA 02210

Name: Marc S. Plonskier
Title: MGR
c. c/o The Gatehouse Group, 313 Congress St., Boston, MA 02210

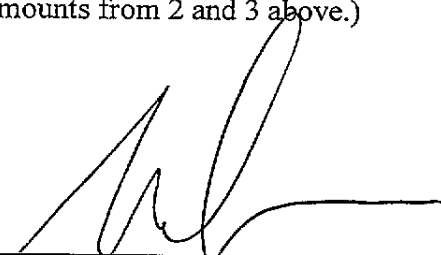
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**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN
LIMITED LIABILITY COMPANY**

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DIVISION OF CORPORATIONS
OCT 28 PM 4:49

The undersigned ~~member~~^{manager} or authorized representative of a ~~member~~^{manager} of GHG Williams Landing LLC
_____ certifies:

- 1) the above named limited liability company has at least two ~~members~~^{managers};
- 2) the total amount of cash contributed by the ~~member~~^{manager}(s) is \$ 100.00 ;
- 3) if any, the agreed value of property other than cash contributed by ~~member~~^{manager}(s) is \$ 0.00 ;
(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 ~~members~~^{manager}(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.)

Marc S. Plonskier
Typed or printed name of signee

Filing Fee: \$250.00 for Application and Affidavit



William Francis Galvin
Secretary of the
Commonwealth

The Commonwealth of Massachusetts

Secretary of the Commonwealth

State House, Boston, Massachusetts 02133

FILED STATE
SECRETARY OF CORPORATIONS
98 OCT 28 PM 1:49

October 27, 1998

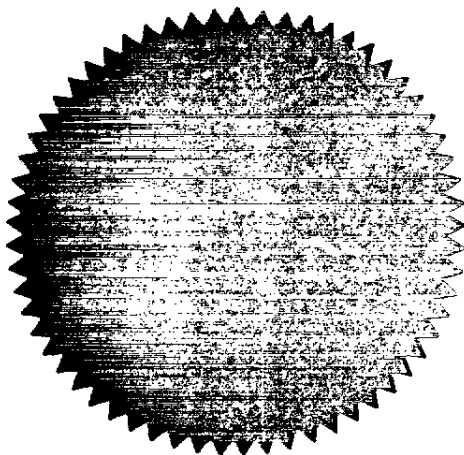
TO WHOM IT MAY CONCERN:

I hereby certify that a certificate of organization of Limited Liability Company was filed in this office by

GHG WILLIAMS LANDING LLC

in accordance with the provisions of Massachusetts General Laws Chapter 156C on **October 26, 1998**.

I further certify that said Limited Liability Company has not filed a certificate of cancellation; and that, so far as appears of record, said Limited Liability Company has legal existence.



In testimony of which,

I have hereunto affixed the

Great Seal of the Commonwealth

on the date first above written.

William Francis Galvin

Secretary of the Commonwealth

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