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CORPORATION OUTFITS

Corporation Service for Attorneys

STOCK AND BOND CERTIFICATES
MINUTE BOOKS, SEAL

M. BURR KEIM COMPANY

2021 ARCH STREET
PHILADELPHIA, PA 19103-1491
(215) 563-8113
(FAX) (215) 977-9386
1-800-533-8113

November 25, 1998

EXPEDITED SERVICES
Office of the Secretary of State
409 East Gaines Street
Tallahassee, FL 32301

000002698500--2
-12/10/98--01070--001
****725.00 ****145.00

RE: LAGF ASSOCIATES-FL, LLC

Ladies/Gentlemen:

000002698500--2
-12/01/98--01023--012
****148.75 ****148.75

Enclosed is an Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida, a Good Standing Certificate, an Affidavit of Membership and our check in the amount of \$148.75 to cover the filing fee for the above corporation.

Please expedite the filing and return the Certificate of Status to us as soon as possible.

Very truly yours,

M. BURR KEIM COMPANY

Robert Worthington
Robert Worthington

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

RW:sl

Name	Enclosure
Availability	12/8/98 doc
Document Examiner	
Updater	DCC
Updater Verifier	DCC
Acknowledgement	DCC
W. P. Verifier	DCC

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C. TAX _____
FILING 145.00 _____
R. AGENT FEE _____
C. _____
T. _____
N. _____
BALANCE DUE _____
REFUND _____

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UCC FILING & SEARCH SERVICES, INC.
526 East Park Avenue
Tallahassee, FL 32301
(850) 681-6528

HOLD
FOR PICKUP BY
UCC SERVICES

OFFICE USE ONLY (Document #)

708265

CORPORATION NAME(S) AND DOCUMENT NUMBER(S) (if known):

LAGF Associates - FL, LLC

- ☐ Walk In
☐ Mail Out
☐ Will Wait
☐ Photocopy

☐ Pick Up Time

RUSH

- ☐ Certified Copy
☐ Certificate of Status
☒ Certificate of Good Standing
☐ ARTICLES ONLY
☐ ALL CHARTER DOCS

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A. Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input checked="" type="checkbox"/>	Foreign <u>LLC</u>
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

- ☐ Certificate of FICTITIOUS NAME
☐ FICTITIOUS NAME SEARCH
☐ CORP SEARCH

Ordered By: _____

Date: _____



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 8, 1998

ROBERT WORTHINGTON
M. BURR KEIM COMPANY
2021 ARACH STREET
PHILADELPHIA, PA 19103-1491

SUBJECT: LAGF ASSOCIATES-FL, LLC
Ref. Number: W98000027440

We have received your document for LAGF ASSOCIATES-FL, LLC and your check(s) totaling \$148.75. However, the document has not been filed and is being retained in this office for the following:

Effective April 23, 1997, the fees to qualify a foreign limited liability company total \$285.00 and breakdown as follows: \$250.00 filing fee for the application and affidavit and \$35 registered agent designation fee. An additional \$52.50 is due for each certified copy requested and an additional \$8.75 is due for each certificate of status requested.

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) 487-6913.

Diane Cushing
Corporate Specialist

Letter Number: 098A00057967

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:

1. LAGF ASSOCIATES-FL, 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. Delaware 3. 52-2130322
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)
4. 11/10/98 5. Perpetual
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")
6. Pending
(Date first transacted business in Florida. (See sections 608.501, 608.502 and 817.155, F.S.))
7. 101 West Main Street, Moorestown, New Jersey 08057
(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>Harport Associates, LLC</u>	<u>MGRM</u>	<u></u>	<u></u>
<u>101 West Main Street</u>		<u></u>	
<u>Moorestown, NJ 08057</u>		<u></u>	
<u></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**

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:

LAGF ASSOCIATES-FL, LLC

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

Kenneth Kochenour

(Name)

151 East Washington Street

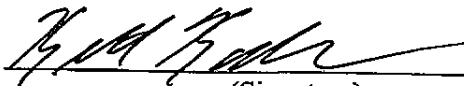
Florida street address (P.O. Box **NOT** ACCEPTABLE)

Orlando, Florida 32801

(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.



(Signature)

Filing Fee: \$35 for Designation of Registered Agent

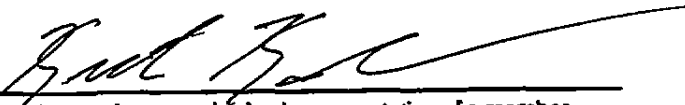
**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN
LIMITED LIABILITY COMPANY**

The undersigned member or authorized representative of a member of _____

LAGF ASSOCIATES-FL, LLC deposes 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 \$ 3,771,000.00
- 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
\$ 3,771,000.00 . This total includes amounts from 2 and 3 above.

BY: HARPORT ASSOCIATES, LLC-MANAGING MEMBER



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.)
KENNETH KOCHENOUR, MEMBER

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Filing Fee: \$ 52.50 for Affidavit

State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "LAGF ASSOCIATES - FL, 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 TWENTY-FOURTH DAY OF NOVEMBER, A.D. 1998.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "LAGF ASSOCIATES - FL, LLC" WAS FORMED ON THE TENTH DAY OF NOVEMBER, 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
DIVISION OF CORPORATIONS



Edward J. Freel

Edward J. Freel, Secretary of State

2965220 8300

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AUTHENTICATION: 9422642

DATE: 11-24-98