



1199000000/00

ACCOUNT NO. : 072100000032

REFERENCE : 112161 4352702

AUTHORIZATION :

Patricia Pizant

COST LIMIT : \$ 285.00

ORDER DATE : January 26, 1999

ORDER TIME : 1:16 PM

ORDER NO. : 112161-025

200002755522--4

CUSTOMER NO: 4352702

CUSTOMER: Ms. Lisa Folis  
Williams Parker Harrison Dietz  
200 South Orange Avenue

Sarasota, FL 34236

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 JAN 26 PM 4:14

FOREIGN FILINGS

NAME: MILLBROOK APARTMENTS LLC

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX        PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds

DIVISION OF CORPORATION

99 JAN 26 PM 2:34

RECEIVED

1199-100

Name	OK 1-26
Availability	
Document	
Examination	
Updater	
Updater	
Verifier	
Acknowledgment	
W. F. Verifier	

**APPLICATION BY A FOREIGN LIMITED LIABILITY COMPANY FOR  
AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA  
FOR  
MILLBROOK APARTMENTS LLC,  
A CONNECTICUT LIMITED LIABILITY COMPANY**

In compliance with section 608.503, Florida Statutes, Millbrook Apartments LLC (the "Company"), a limited liability company organized under the laws and regulations of the State of Connecticut, submits this application to register for authorization to transact business in the State of Florida.

1. The name of the Company is:

Millbrook Apartments LLC

2. The principle address of the Company is:

c/o Apartment Rentals  
134 North Eagleville Road  
Storrs, Connecticut 06268

3. The jurisdiction under the law of which the Company is organized is:

Connecticut

4. The FEI number of the Company is:

061-46-5484

5. The date of organization of the Company is:

September 12, 1996

6. The Company will cease to exist on:

December 31, 2051, unless the Company is earlier dissolved as provided in its Articles of Organization.

7. The name of the Florida registered agent and the address of the registered office in Florida of the Company is:

Freda Sanderson  
975 North Lakeway  
Palm Beach, FL 33480

By execution hereof, the undersigned registered agent accepts appointment as registered agent of the Company, and acknowledges that he is familiar with, and accepts, the obligations of that position.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 JAN 26 PM 4:14

Page 2

8. The address of the registered office of the Company required in the state of formation is:

Freda Sanderson  
c/o Apartment Rentals  
134 North Eagleville Road  
Storrs, Connecticut 06268

9. The date that the Company first transacted business in the State of Florida is:

January 1, 1999

10. The names and addresses of the managing members who will manage the Company in Florida are:

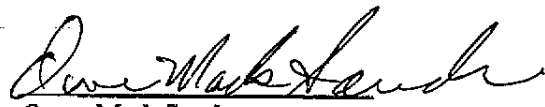
Owen Mark Sanderson  
c/o Apartment Rentals  
134 North Eagleville Road  
Storrs, Connecticut 06268

Freda Sanderson  
c/o Apartment Rentals  
134 North Eagleville Road  
Storrs, Connecticut 06268

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 JAN 26 PM 4: 14

11. Attached is an original certificate of existence, dated January 19, 1999, duly authenticated by the Secretary of State of Connecticut.

Dated this 22 day of January 1999.



Owen Mark Sanderson  
Manager



Freda Sanderson  
Manager



Freda Sanderson  
Florida Registered Agent

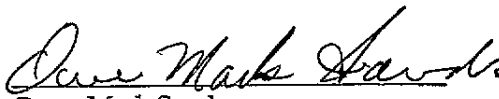
**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS  
OF  
FOREIGN LIMITED LIABILITY COMPANY FOR  
MILLBROOK APARTMENTS LLC**

The undersigned member of Millbrook Apartments LLC, a Connecticut limited liability company, certifies:

1. Millbrook Apartments LLC has at least one member;
  2. the total amount of cash contributed by the member(s) is \$ 68,672.00
  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.);
- and
4. the total amount of cash and property contributed and anticipated to be contributed by member(s) is \$ 68,672.00. (This total includes amounts from 2 and 3 above.)

Dated this 22 day of January 1999.

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.

  
Owen Mark Sanderson  
Member

LAF-342873

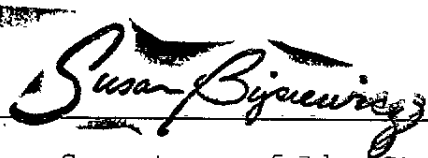
FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 JAN 26 PM 4: 14

Office of the Secretary of the State of Connecticut

I, the Connecticut Secretary of the State,  
and keeper of the seal thereof, DO HEREBY CERTIFY, that

MILLBROOK APARTMENTS LLC

organized under the laws of Connecticut as a Limited Liability Company,  
was filed in this office on September 12, 1996 and is in existence as of  
the date of this certificate.

A handwritten signature in cursive script, reading "Susan Bysiewicz", is written over a horizontal line.

Secretary of the State

Date Issued: January 19, 1999