



THE UNITED STATES
CORPORATION
COMPANY

1199000000122

ACCOUNT NO. : 072100000032

REFERENCE : 112161 4352702

AUTHORIZATION

Patricia Pizant

COST LIMIT : \$ 285.00

ORDER DATE : January 26, 1999

ORDER TIME : 1:26 PM

ORDER NO. : 112161-030

CUSTOMER NO: 4352702

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

Sarasota, FL 34236

FILED
99 JAN 26 PM 4:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

600002755526--1

FOREIGN FILINGS

NAME: OAKWOOD APARTMENTS LLC

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

1199-122

Name	Patricia Pizant
Availability	
Document	
Examiner	
Updater	
Verifier	
Acknowledgement	
W. P. Verifier	

CONTACT PERSON: Jeanine Reynolds

DIVISION OF CORPORATION

99 JAN 26 PM 2:34

RECEIVED



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

January 26, 1999

JEANINE REYNOLDS
CSC

SUBJECT: OAKWOOD APARTMENTS LLC
Ref. Number: W99000001944

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We have received your document for OAKWOOD APARTMENTS LLC and the authorization to debit your account in the amount of \$285.00. However, the document has not been filed and is being returned for the following:

The name designated in your document is not available. Therefore, the limited liability company must adopt an alternate name for use in the state of Florida. To adopt an alternate name the entity must submit a resolution signed by a managing member or manager adopting the alternate name for use in the state of Florida. The alternate name must end with "L.L.C.," "L.C.," "Limited Liability Company" or "Limited Company."

If you have any questions concerning the filing of your document, please call (850) 487-6020.

Tammi Cline
Document Specialist

Letter Number: 299A00003519

RESUBMIT

Please give original
submission date as file date.

RECEIVED
99 JAN 29 PM 12:12
DIVISION OF CORPORATIONS

**RESOLUTION BY UNANIMOUS CONSENT OF THE MANAGING MEMBERS
OF
OAKWOOD APARTMENTS LLC,
A CONNECTICUT LIMITED LIABILITY COMPANY**

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99 JAN 26 PM 4:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 608.506, Florida Statutes, the undersigned, being all of the managing members of Oakwood Apartments LLC (the "Company"), a Connecticut limited liability company, consent to the adoption, effective as of January 22, 1999, of the following resolution with the same effect as if duly adopted at a meeting of the members, and consent to all corporate action contemplated in the resolution:

WHEREAS, the Company, in compliance with section 608.503, Florida Statutes, has submitted an application for authorization to transact business in the State of Florida, effective January 22, 1999, under the name of Oakwood Apartments LLC, and

WHEREAS, the aforesaid name is not in compliance with section 608.406(4), Florida Statutes, the members of the Company hereby change the corporate name of the Company under which it will transact business in the State of Florida to Oakwood Apartments of Vero LLC;

THEREFORE, BE IT

RESOLVED, that the Company adopts the name of Oakwood Apartments of Vero LLC under which to transact business in the State of Florida, effective January 22, 1999.

FURTHER RESOLVED, that the officers, employees and agents of the Company be, and hereby are, authorized, empowered and directed in the name of, and on behalf of, the Company to do all things and to perform all acts, including the execution of documents, which may be or become necessary, proper or convenient in furtherance of, or to carry out the intent of the foregoing resolution.

The undersigned directs that this Consent be filed among the corporate records of the Company effective as of the date first above written.

Date Signed:

1/28/99

1/28/99

LAF-343625

Managing Members:

Freda Sanderson
Freda Sanderson

Owen Mark Sanderson
Owen Mark Sanderson

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99 JAN 26 PM 4:30

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

In compliance with section 608.503, Florida Statutes, Oakwood 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:

Oakwood 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:

061-46-5523

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.

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TALLAHASSEE, FLORIDA

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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:

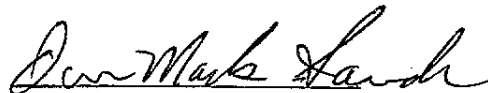
Owen Mark Sanderson
c/o Apartment Rentals
134 North Eagleville Road
Storrs, Connecticut 06268

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

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TALLAHASSEE, FLORIDA

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

LAF-342861

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

The undersigned member or authorized representative of a member of Oakwood Apartments LLC, a Connecticut limited liability company, certifies:

1. Oakwood Apartments LLC has at least one member;
2. the total amount of cash contributed by the member(s) is \$ 40,484.00
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 \$ 40,484.00 (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-342867

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

OAKWOOD 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...



Secretary of the State

Date Issued: January 19, 1999