



**THE UNITED STATES CORPORATION COMPANY**

M99000000182

ACCOUNT NO. : 072100000032  
 REFERENCE : 125715 4307052  
 AUTHORIZATION : Patricia Pignato  
 COST LIMIT : \$ 285.00

FILED  
 SECRETARY OF STATE  
 DIVISION OF CORPORATIONS  
 99 FEB -9 PM 3:52

ORDER DATE : February 5, 1999  
 ORDER TIME : 2:43 PM  
 ORDER NO. : 125715-015  
 CUSTOMER NO: 4307052

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CUSTOMER: Vera Penev, Legal Assistant  
 Ungaretti & Harris  
 Three First National Plaza  
 Suite #3500  
 Chicago, IL 60602

FOREIGN FILINGS

NAME: BROOKWOOD CORAL GABLES INVESTORS, LLC

XXXX QUALIFICATION (TYPE: LL)

M99-182

Name Availability	<i>[Signature]</i>
Document Examiner	<i>[Signature]</i>
Updater	<i>[Signature]</i>
Updater Verifier	<i>[Signature]</i>
Acknowledgment	<i>[Signature]</i>
W. P. Verifier	<i>[Signature]</i>

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- XX PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Cassandra Lamm

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**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO  
TRANSACT 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. Brookwood Coral Gables Investors, LLC  
(Name of foreign limited liability company)
2. Delaware  
(Jurisdiction under the law of which foreign limited liability company is organized)
3. Applied For  
(FEI number, if applicable)
4. January 28, 1999  
(Date of Organization)
5. December 31, 2049  
(Duration: Year limited liability company will cease to exist or "perpetual")
6. Has not commenced business activities  
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 55 Tozer Road  
Beverly, Massachusetts 01915  
(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>Brookwood Coral Gables</u> <u>Co., LLC, a Delaware</u> <u>Limited Liability Company</u>	<u>MGR</u>	_____	_____
<u>55 Tozer Road</u> <u>Beverly, Massachusetts 01915</u>	_____	_____	_____
_____	_____	_____	_____
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**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN  
LIMITED LIABILITY COMPANY**

The undersigned member or authorized representative of a member of Brookwood Coral Gables  
Investors, 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 \$ 5,925,000 ;
- 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 \$ 5,925,000 .  
(This total includes amounts from 2 and 3 above.)

Brookwood Corral Gables Investors, LLC  
By: Brookwood Coral Gables Co., LLC, Manager  
By: *Thomas N. Trkla*

**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.)

Thomas N. Trkla, a Manager of Brookwood Coral Gables Co., LLC  
Typed or printed name of signee

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**Filing Fee: \$250.00 for Application and Affidavit**

**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:

Brookwood Coral Gables Co., LLC

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

Corporation Service Company

(Name)

1201 Hays Street

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

Tallahassee, FL 32301

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.*

By: Michelle D. Mawry

(Signature)

*Authorized Representative*

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

*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 "BROOKWOOD CORAL GABLES INVESTORS, 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 FIFTH DAY OF FEBRUARY, A.D. 1999.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.



*Edward J. Freel*

Edward J. Freel, Secretary of State

AUTHENTICATION:

2998296 8300

DATE:

9561806

991047579

02-05-99