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(1928-1989)

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AND WASHINGTON, D.C. BARS
2 ALSO MEMBER OF INDIANA,
ILLINOIS AND MINNESOTA BARS
3 ALSO MEMBER OF FLORIDA BAR
4 ALSO MEMBER OF ILLINOIS BAR
5 ALSO MEMBER OF CALIFORNIA BAR
6 ALSO C.P.A. AND LL.M. IN TAXATION
7 ALSO LL.M. IN TAXATION

SENT VIA FEDERAL EXPRESS

Registration Section
Division of Corporations
409 East Gaines St.
Tallahassee, Florida 32399

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Re: Covington Homes, L.L.C. (File No. 3306-2)
Application by Foreign Limited Liability Company
for Authorization to Transact Business in Florida

Dear Sir/Madam:

I enclose with this letter the following documents and instruments:

1. Application for Foreign Limited Liability Company for Authorization to Transact Business in Florida;
2. Affidavit of Membership and Contributions of Foreign Limited Liability Company;
3. Certificate of Designation of Registered Agent/Registered Office; and
4. Certificate of Existence issued by the Michigan Department of Consumer and Industry Services for Covington Homes, L.L.C. dated February 3, 1999.

Also enclosed is our firm's check in the amount of \$285.00 in payment of the required filing fees. Please provide me with a letter of acknowledgment upon the filing and approval of the enclosed Application. For your convenience I have enclosed a self-addressed, stamped envelope. Inasmuch as our client desires to commence transacting business in Florida as soon as possible, anything you can do to expedite this process will be most appreciated.

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2-10-99

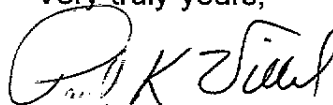
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TALLAHASSEE, FLORIDA

HERTZ, SCHRAM & SARETSKY, P.C.

February 4, 1999
Page Two

If you have any questions regarding the foregoing, do not hesitate to call me.

Very truly yours,



Paul K. Villarruel

PKV/slc

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**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. Covington Homes, L.L.C.
(Name of foreign limited liability company must end with the words "limited company" or their abbreviation "L.C." if not so contained in the name at present.)
2. Michigan
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 38-3439661
(FEI number, if applicable)
4. November 30, 1998
(Date of Organization)
5. Perpetual
(Duration: Year limited liability company will cease to exist or "perpetual")
6. February 15, 1999 (anticipated)
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 3000 Town Center, Suite 540
Southfield, Michigan 48075
(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:

Bradley J. Schram Member
1760 S. Telegraph Road
Suite 300

Bloomfield Hills, MI 48302-0813

Richard M. Nodel Member
3000 Town Center
Suite 540

Southfield, MI 48075

Phoenix Land
Development Corp. Member
300 N. Greene Street
Suite 285

Greensboro, NC 27401

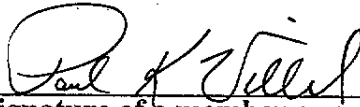
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TALLAHASSEE, FLORIDA

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.)

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

The undersigned member or authorized representative of a member of Covington Homes, L.L.C.
_____ 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 \$ 300.00;
- 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 \$ 300.00.
(This total includes amounts from 2 and 3 above.)



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.)

Paul K. Villarruel, Esq.,

Attorney and authorized agent for Bradley J. Schram, Member

Typed or printed name of signee

Filing Fee: \$250.00 for Application and Affidavit

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TALLAHASSEE, FLORIDA

**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: _____

Covington Homes, L.L.C.

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

Denis A. Cohrs, Esq.

NAME

2841 Executive Drive, Suite 120

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

Clearwater

FL

33762

CITY, STATE AND 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.



Denis A. Cohrs

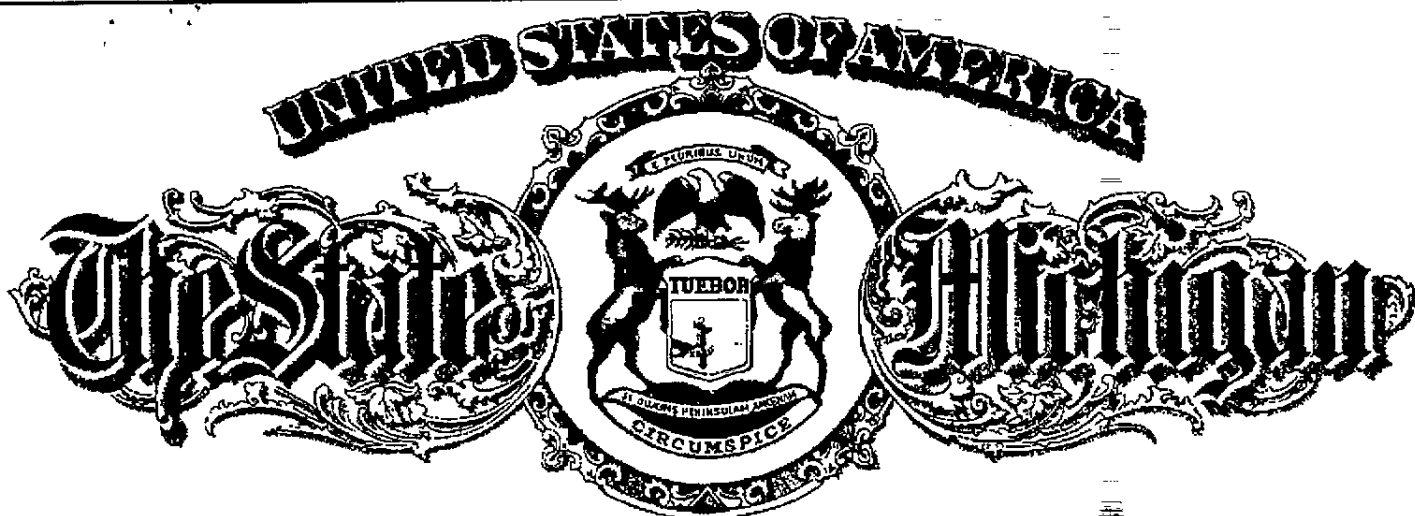
SIGNATURE

Filing Fee: \$ 35 for Designation of Registered Agent

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FILED



Michigan Department of Consumer and Industry Services

Lansing, Michigan

This is to Certify That

COVINGTON HOMES LLC

a Michigan limited liability company, filed Articles of Organization in this office on November 30, 1998.

I FURTHER CERTIFY that the Articles are in full force and effect as of this date, and a Certificate of Dissolution has not been filed.

This certificate is in due form, made by me as the proper officer, and is entitled to have full faith and credit given it in every court and office within the United States.

In testimony whereof, I have hereunto set my hand and affixed the Seal of the Department, in the City of Lansing, this 3rd day of February, 1999.

Julie Croll

, Director

Corporation, Securities and Land Development Bureau

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