

FROM

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Florida Department of State  
Division of Corporations  
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Katherine Harris, Secretary of State

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Account Number : 072203000603  
Phone : (305) 374-8500  
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FOREIGN LIMITED LIABILITY COMPANY

ACP CYPRESS I LLC

Certificate of Status	0
Certified Copy	1
Page Count	04
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**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. ACP Cypress I LLC  
(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. Delaware  
(Jurisdiction under the law of which foreign limited liability  
company is organized)

3. Applied for  
(FEI number, if applicable)

4. 05/10/99  
(Date of Organization)

5. Perpetual  
(Duration: Year limited liability company will cease to  
exist or "perpetual")

6. Upon Filing  
(Date first transacted business in Florida. (Sec sections 608.501, 608.502, and 817.155, F.S.))

7. 701 Brickell Avenue, Suite 3000

Miami, FL 33131

(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:
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ACP Cypress Office LLC	Managing Member		
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701 Brickell Ave., Ste. 3000			
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Miami, FL 33131			
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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.)

Stuart K. Hoffman Esq., FLA BAR #: 0186851  
Holland & Knight 305-374-8500  
701 Brickell Ave Ste 3000 fax: 305-789-7799  
Miami, FL 33131

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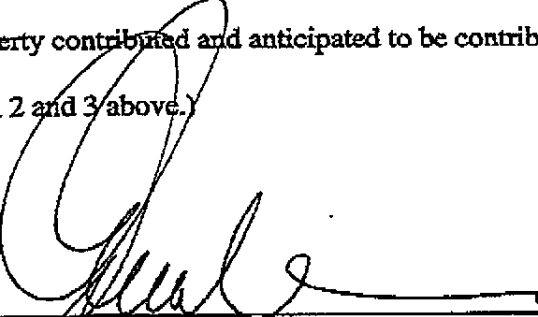
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**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN  
LIMITED LIABILITY COMPANY**

The undersigned member or authorized representative of a member of \_\_\_\_\_  
ACP Cypress I 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 \$ 100.00;
- 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 \$ 100.00.  
(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.)

Stuart K. Hoffman

Typed or printed name of signee

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

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**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:

ACP CYPRESS I LLC

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

Intrastate Registered Agent Corporation  
(Name)

701 Brickell Ave., Ste. 3000

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

Miami,

FL

33131

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.*

INTRASTATE REGISTERED AGENT CORPORATION

  
(Signature)

Steven H. Hagen  
Vice President

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

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*State of Delaware*

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***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 "ACP CYPRESS I 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-SEVENTH DAY OF MAY, A.D. 1999.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "ACP CYPRESS I LLC" WAS FORMED ON THE TENTH DAY OF MAY, A.D. 1999.

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

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\_\_\_\_\_  
Edward J. Freel, Secretary of State

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AUTHENTICATION: 9772728

DATE: 05-27-99