

m99000000960



ACCOUNT NO. : 072100000032

REFERENCE : 282617 7114052

AUTHORIZATION : *Patricia Pizut*

COST LIMIT : \$ 285.00

ORDER DATE : June 22, 1999

ORDER TIME : 3:34 PM

ORDER NO. : 282617-005

CUSTOMER NO: 7114052

700002915147-2

CUSTOMER: Ms. Janet Pascul
Baron Capital Inc.
233 Viscaya Ave.

Miami, FL 33134

RECEIVED

99 JUN 24 PM 3:58

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FOREIGN FILINGS

NAME: APARTMENT ENTERPRISES LLC

FILED
99 JUN 24 AM 10:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

Name	6/22/99
Availability	ace
Document	XX CERTIFIED COPY
Examiner	_____ PLAIN STAMPED COPY
Updater	ncc CERTIFICATE OF GOOD STANDING
Updater	CONTACT PERSON: Tamara Odom
Verifyer	DCC
Acknowledgement	DCC
W. P. Verifyer	DCC

m99000000960

5 pages

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. Apartment Enterprises, LLC
(Name of foreign limited liability company)

2. Delaware
(Jurisdiction under the law of which foreign limited liability company is organized)

3. 65-0906961
(FEI number, if applicable)

4. 2-1-99
(Date of Organization)

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

6. 6-30-99
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))

7. 4011 35th Court
West Palm, Florida 33407
(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>Carol Ann Dadin Mar</u>			
<u>3250 Mary Street</u>			
<u>Suite 306</u>			
<u>Miami, Florida 33133</u>			

99 JUN 24 AM 10:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN LIMITED LIABILITY COMPANY

The undersigned member or authorized representative of a member of Apartment Enterprises, 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

\$ 99.00 :

3) if any, the agreed value of property other than cash contributed by member(s) is
(A description of the property is attached and made a part hereto.) **
and

\$500,000.00

4) the total amount of cash and property contributed and anticipated to be contributed
by member(s) is
(This total includes amounts from 2 and 3 above.)

\$500,099.00

** The property other than cash consists of multi family housing consisting of 57 units.

Carol Oaden

Signature of a member or an authorized representative of a member.
(In accordance with section 605.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Carol Ann Oaden

Typed or printed name of signee

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 JUN 24 AM 10:00

FILED

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:

Apartment Enterprises, LLC

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

Carol Ann Oden
(Name)

3250 Mary Street #306
Florida street address (P.O. Box NOT ACCEPTABLE)

Miami, Florida 33133
City/State/Zip

99 JUN 24 AM 10:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

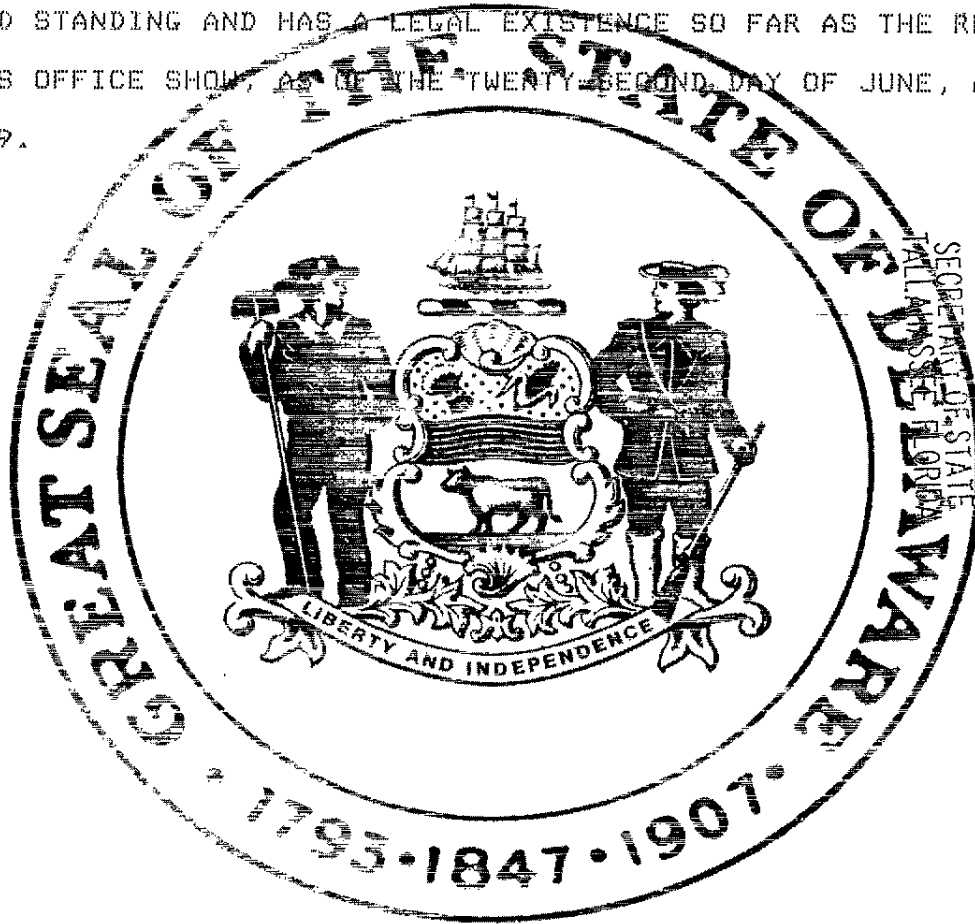
Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate. I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all 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: Carol Ann Oden
(Signature)

Filing Fee: \$ 35 for Designation of Registered Agent

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "APARTMENT ENTERPRISES, L.L.C." 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-SECOND DAY OF JUNE, A.D. 1999.



99 JUN 24 AM 10:00

FILED

Edward J. Freel

Edward J. Freel, Secretary of State



2999772 8300

991251908

AUTHENTICATION: 9820233

DATE: 06-22-99