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REPLY TO:
P.O. BOX 4195
SARASOTA, FLORIDA 34230

July 12, 1999

000002930640--4
-07/14/99--01024--007
*****35.00 *****35.00

Registration Section
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

000002930640--4
-07/14/99--01024--008
*****250.00 *****250.00

Re: Atlantic Resources A - Woodcrest Apartments, LLC

Dear Sir/Madam:

Enclosed please find an original and one copy of the Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida. Also included is a check in the amount of \$250.00 for filing fee and a check in the amount of \$35.00 for the Certificate.

After filing, please forward one copy and the Certificate to our office.

If you have any questions, please do not hesitate to contact our office.

Very truly yours,
ICARD, MERRILL, CULLIS, TIMM,
FUREN & GINSBURG, P.A.

Tami D. Toms
Tami D. Toms, Legal Assistant to
J. Geoffrey Pflugner

Enclosures

FILED
STANDARD
DIVISION
99 JUL 14 AM 10:55

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7/20

**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. Atlantic Resources A - Woodcrest Apartments, 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. New Jersey
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 22-3660116
(FEI number, if applicable)
4. April 26, 1999
(Date of Organization)
5. Perpetual
(Duration: Year limited liability company will cease to exist or "perpetual")
6. The Company has not yet transacted business in Florida
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 485A Route 1 South, Iselin, New Jersey 08830
(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:
Atlantic Resources I, Inc.	MGRM		
485A Route 1 South			
Iselin, New Jersey 08830			

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.)

FILED
SEP 10 2009
CLERK OF THE
COURT
JULIA A. HARRIS

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


The undersigned member or authorized representative of a member of Atlantic Resources A -
Woodcrest Apartments, 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 \$ 450,000 ;

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 \$ 450,000 .
(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.)

Ralph H. Grebow, President, Atlantic Resources I, Inc.

Typed or printed name of signee

Filing Fee: \$250.00 for Application and Affidavit

FILED
SECRETARY OF STATE
DIVISION OF CORPORATE & BUSINESS SERVICES
99 JUL 14 AM 10:55

**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:

Atlantic Resources A - Woodcrest Apartments, LLC

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

Icard, Merrill, Cullis, Timm, Furin and Ginsburg, P.A.
(Name)

Attention: J. Geoffrey Pflugner

2033 Main Street, Suite 101

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

Sarasota

FL 34237

City/State/Zip

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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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.

ICARD, MERRILL, CULLIS, TIMM, FURIN AND GINSBURG, P.A.

By: 
(Signature)

Filing Fee: \$ 35 for Designation of Registered Agent

STATE OF NEW JERSEY
DEPARTMENT OF TREASURY
SHORT FORM STANDING

ATLANTIC RESOURCES A-WOODCREST APARTMENTS, LLC

*I, the Treasurer of the State of New Jersey,
do hereby certify that the above-named
New Jersey Domestic Limited Liability Company was
registered by this office on April 26, 1999.*

*As of the date of this certificate, said business
continues as an active business in good standing
in the State of New Jersey, and its Annual Reports
are current.*

*I further certify that the registered agent and
registered office are:*

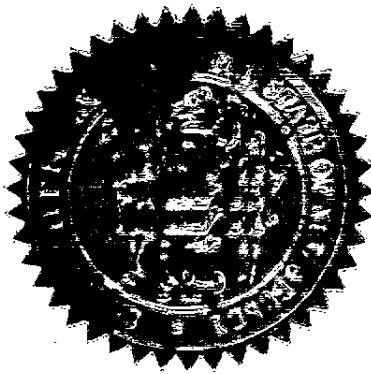
Ralph H Grebaw
C/O The Atlantic Companies
485a Route 1 South
Iselin, NJ 08830

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STATE OF NEW JERSEY
DEPARTMENT OF TREASURY
SHORT FORM STANDING

ATLANTIC RESOURCES A-WOODCREST APARTMENTS, LLC



IN TESTIMONY WHEREOF, I have
hereunto set my hand and
affixed my Official Seal
at Trenton, this
29th day of June, 1999

James A. DiEleuterio, Jr.

James A DiEleuterio, Jr.
Treasurer

JUL 14 AM 10:55