



THE UNITED STATES  
CORPORATION  
COMPANY

M9900000 1192

ACCOUNT NO. : 072100000032

REFERENCE : 313187 4332362

AUTHORIZATION :

Patricia Pigato

COST LIMIT : \$ 285.00

ORDER DATE : July 20, 1999

ORDER TIME : 8:58 AM

ORDER NO. : 313187-010

300002947053-18

CUSTOMER NO: 4332362

CUSTOMER: Jean Harrison, Paralegal  
Brownstein Hyatt & Farber,  
410 17th Street, 22nd Floor

Denver, CO 80202

FOREIGN FILINGS

NAME: MEADOWBROOK PALMS, LLC

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX        PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: James Guy

52-2-99

FILED  
99 AUG -2 AM 11: 14  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RECEIVED  
99 AUG -2 AM 9:56  
DIVISION OF CORPORATE AFFAIRS  
TALLAHASSEE, FLORIDA

Jun-21-99 10:56 From-BROWNSTEIN HYATT &amp; FARBER,.....

T-157 P.05/12 F-817

## 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. MEADOWBROOK PALMS, 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. September 30, 1998

(Date of Organization)

5. Perpetual

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

6. June 11, 1999

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

7. 7380 Sand Lake Road, Suite 600

Orlando, Florida 32819

(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 &amp; ADDRESS:

## TITLE:

## NAME &amp; ADDRESS:

## TITLE:

Tempus Palms  
International, Ltd. Manager  
7380 Sand Lake Road, Suite 600 Member  
Orlando, Florida 32819, a  
Florida limited partnership

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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FILED

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.)

Jun-21-99 10:57

From-BROWNSTEIN HYATT &amp; FARBER,.....

T-157 P.06/12 F-817

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

The member or authorized representative of a member of Meadowbrook Palms, 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 \$ \_\_\_\_\_;  
(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.)

\* See attached page

**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.)

\_\_\_\_\_  
Typed or printed name of signee

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

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

99 AUG -2 AM 11:14

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Received: 6/21/99 1:08PM;

-> JetFax M920; Page 7

Jun-21-99 10:57

From-BROWNSTEIN HYATT & FARBER,.....

T-157 P.07/12 F-817

**SIGNATURE PAGE TO AFFIDAVIT OF MEMBERSHIP  
AND CONTRIBUTIONS OF FOREIGN LIMITED LIABILITY COMPANY**

**TEMPUS PALMS INTERNATIONAL, LTD.,**  
a Florida limited partnership

By: **TEMPUS MARKETING INTERNATIONAL, INC.,**  
a Florida corporation, its general partner

By: 

Name: Roger Farwell

Title: President

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Jun-21-99 10:57

From-BROWNSTEIN HYATT &amp; FARBER,.....

T-157 P.08/12 F-817

## 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:

MEADOWBROOK PALMS, 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, FLORIDA 32301

City/State/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.*

By: Hunt PH

(Signature)

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

99 AUG -2 AM 11:14  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

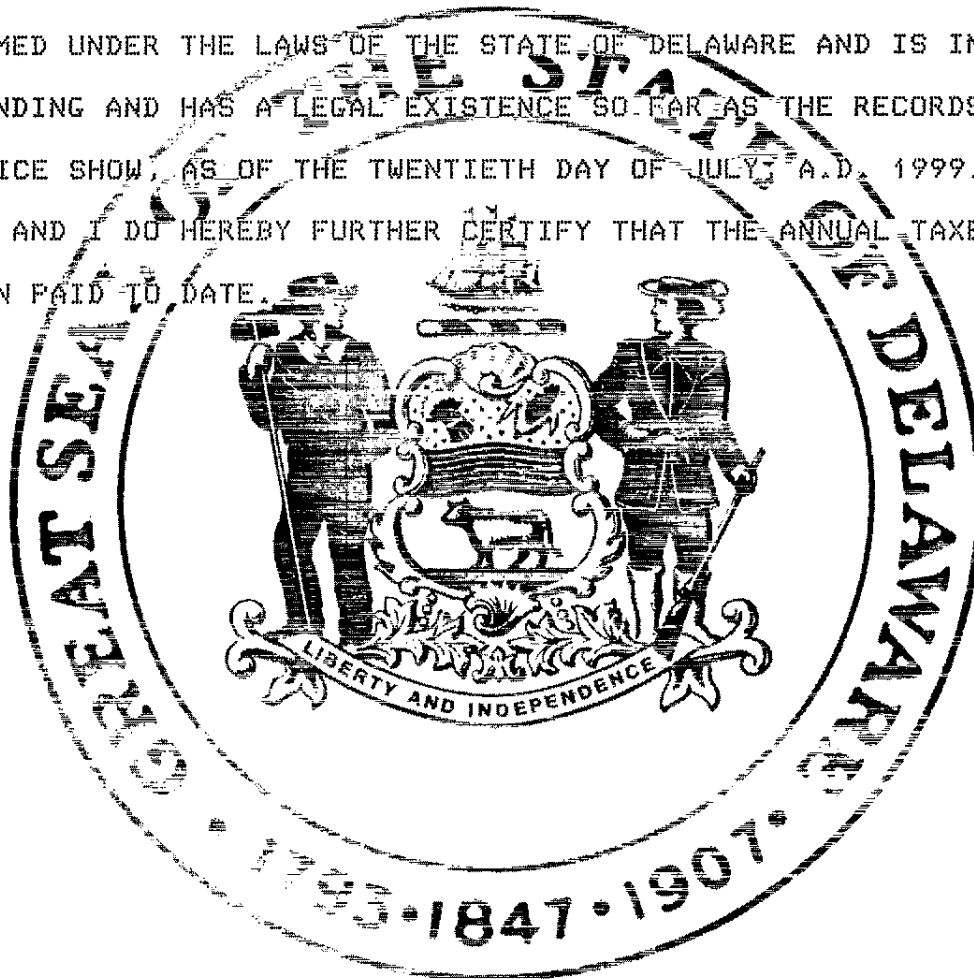
*State of Delaware*  
*Office of the Secretary of State*

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MEADOWBROOK PALMS, 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 TWENTIETH DAY OF JULY, A.D. 1999.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE BEEN PAID TO DATE.



*Edward J. Freel*

Edward J. Freel, Secretary of State

AUTHENTICATION:

2949875 8300

DATE:

9874742

004207535

07-20-99