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Florida Department of State

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Account Number : 075350000132
Phone : (305) 374-7580
Fax Number : (305) 350-2446

FOREIGN LIMITED LIABILITY COMPANY

LNR ARBOR MILLENNIUM HOLDINGS, LLC

Name Availability **MJH**

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Fax Audit No. H99-21208

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. LNR ARBOR MILLENNIUM HOLDINGS, LLC

(Name of foreign limited liability company must end with the words "limited liability company" or "limited company" or their abbreviations "L.L.C." or "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. 08-16-99

(Date of Organization)

5. Perpetual

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

6. As of the date of filing of this Application with the Secretary of State of the State of Florida.

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

7. 760 N.W. 107th Avenue, Suite 300, Miami, Florida 33172.

(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:

LNR Millennium Manager, Inc.

MGR

760 N.W. 107th Avenue

Suite 300

Miami, Florida 33172

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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.)
This instrument prepared by:

Brian L. Bilzin, Esquire
Florida Bar No. 244252
BILZIN SUMBERG DUNN PRICE & AXELROD LLP
2500 First Union Financial Center
Miami, Florida 33131-2336
Telephone: 305-374-7580

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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 "LNR ARBOR MILLENNIUM HOLDINGS, 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 SIXTEENTH DAY OF AUGUST, A.D. 1999.

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




Edward J. Freel, Secretary of State

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AUTHENTICATION: 9923229

DATE: 08-16-99

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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:

LNR ARBOR MILLENNIUM HOLDINGS, LLC

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

Shelly Rubin

(Name)

760 N.W. 107th Avenue, Suite 300

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

Miami,

FL 33172

(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.

Shelly Rubin


(Signature)

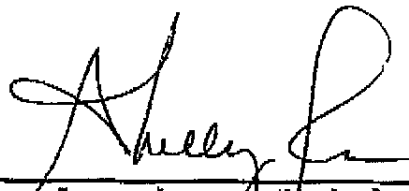
Filing Fee: \$ 35 for Designation of Registered Agent

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

The undersigned member or authorized representative of a member of LNR ARBOR MILLENNIUM
HOLDINGS, 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 \$18,940,000 ;
- 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 \$ 18,940,000 .
(This total includes amounts from 2 and 3 above.)



Signature of a member or authorized representative of a member.
(In accordance with section 608.408(1), Florida Statutes, the execution of this
affidavit constitutes an affirmation under the penalties of perjury that the facts
stated herein are true.)

Shelly Rubin, as Vice President of LNR Millennium Manager, Inc., its Manager

Typed or printed name of signee

Filing Fee: \$250.00 for Application and Affidavit