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98000003426

C T CORPORATION SYSTEM

660 East Jefferson Street

Requestor's Name

Tallahassee, Florida 32301

Address

(850) 222-1092

City State Zip Phone

CORPORATION(S) NAME

Bahia Oaks Jacarata, Inc.

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*****70.00 *****70.00

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TALLAHASSEE, FLORIDA

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Thanks, Melanie

DIVISION OF CORPORATE

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APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE
STATE OF FLORIDA:

1. Bahia Oaks Sarasota, Inc.

(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION", or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. Delaware

(State or country under the law of which it is incorporated)

3. N/A

(FEI number, if applicable)

4. June 12, 1998

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. Upon filing

(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.)

7. c/o Keycorp Leasing, 54 State Street, Albany, NY 12207

(Current mailing address)

8. To serve as a managing member of Bahia Oaks Sarasota, LLC

(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent:

Name: C T CORPORATION SYSTEM

Office Address: c/o C T Corporation System, 1200 South Pine Island Road

Plantation Florida, 33324

(Zip Code)

10. Registered agent acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application. 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

C T CORPORATION SYSTEM

Patricia A. Canario
(Registered agent's signature) (Officer)

PATRICIA A. CANARIO,
SPECIAL ASSISTANT SECRETARY

(Type Name and Title of Officer)

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TALLAHASSEE FLORIDA

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors:

A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: Carl Vercollone
Address: c/o Key Global
30 Federal Street, Boston, MA 02109

Vice Chairman:
Address:

Director:
Address:

Director:
Address:

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B. OFFICERS (Street address only - P.O. Box NOT acceptable)

President: Carl Vercollone
Address: c/o Key Global
30 Federal Street, Boston, MA 02109

Vice President:
Address:

Secretary: Carl Vercollone
Address: c/o Key Global
30 Federal Street, Boston, MA 02109

Treasurer: Carl Vercollone

Address: c/o Key Global

30 Federal Street, Boston, MA 02109

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. Carl R. Vercollone
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. CARL R. VERCOLLONE
(Typed or printed name and capacity of person signing application)

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State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "BAHIA OAKS SARASOTA, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWELFTH DAY OF JUNE, A.D. 1998.

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

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TALLAHASSEE FLORIDA



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION: 9135839

DATE: 06-12-98