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Florida Department of State
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From:
Account Name : C T CORPORATION SYSTEM
Account Number : FCA000000023
Phone : (850)222-1092
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FOREIGN PROFIT QUALIFICATION

Sun QRS Pool 11, Inc.

Certificate of Status	1
Certified Copy	0
Page Count	05
Estimated Charge	\$78.75

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APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO 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. Sun QRS Pool II, Inc. (Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Michigan 3. Applied For (State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 5/7/2004 5. perpetual (Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. Upon Qualification (Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.") (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 27777 Franklin Road, Suite 200, Southfield, MI 48034 (Principal office address)

Same as above (Current mailing address)

8. To acquire and own and interest in and manage one or more limited liability companies and any lawful business. (Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)

Name: CT Corporation System

Office Address: 1200 South Pine Island Road

Plantation, Florida 33324 (City) (Zip code)

10. Registered agent's 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 obligations of my position as registered agent.

CT Corporation System By: Brenda L. White (Registered agent's signature)

Brenda L. White Aast. Secretary

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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 business addresses of officers and/or directors:

A. DIRECTORS

Chairman: SEE ATTACHED ADDENDUM

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: SEE ATTACHED ADDENDUM

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

13.  _____
(Signature of Director or Officer listed in number 12 of the application)

14. Jonathan Colman, Executive Vice President-Acquisitions
(Typed or printed name and capacity of person signing application)

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**OFFICERS & DIRECTORS
SUN QRS POOL II, INC.**

DIRECTORS

Gary A. Shiffman - Chairman
27777 Franklin Road
Suite 200
Southfield, MI 48034

Arthur A. Weiss
27777 Franklin Road
Suite 200
Southfield, MI 48034

Clunet R. Lewis
27777 Franklin Road
Suite 200
Southfield, MI 48034

OFFICERS

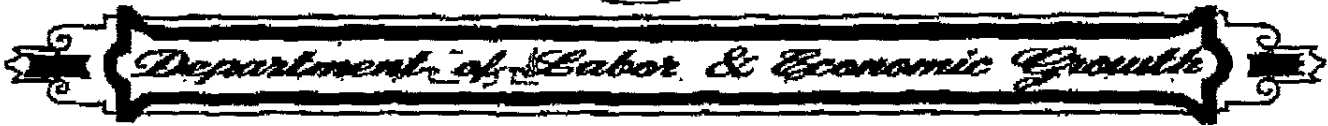
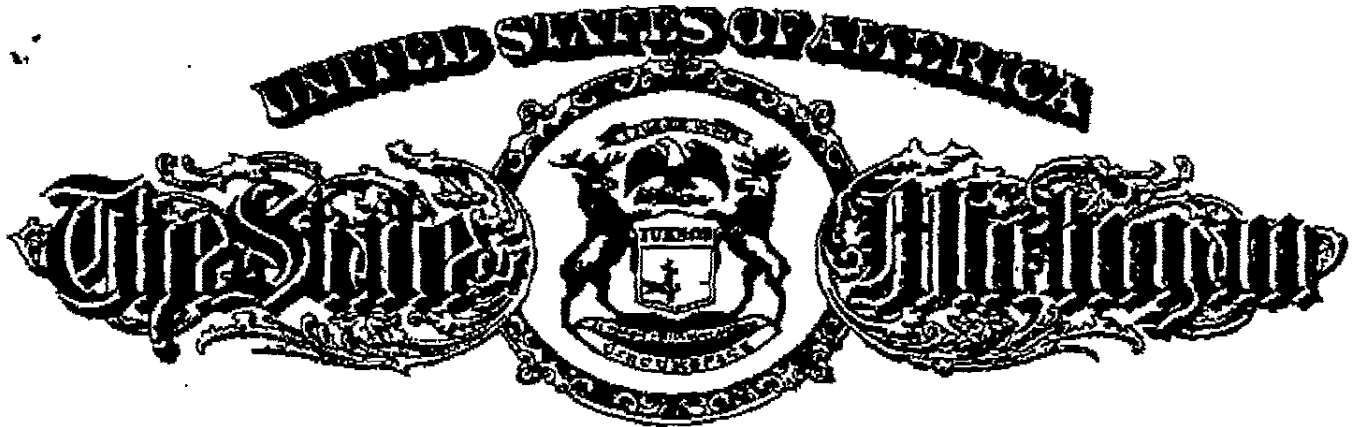
Gary A. Shiffman - CEO
27777 Franklin Road
Suite 200
Southfield, MI 48034

Brian W. Fannon - Executive
VP & COO
27777 Franklin Road
Suite 200
Southfield, MI 48034

Jeffrey P. Jorissen - Executive VP, CFO, Treasurer & Secretary
27777 Franklin Road
Suite 200
Southfield, MI 48034

Jonathan Colman-Executive
VP-Acquisitions
27777 Franklin Road
Southfield, MI 48034

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Lansing, Michigan

This is to Certify That

SUN QRS POOL 11, INC.

was validly incorporated on May 7, 2004, as a Michigan profit corporation, and said corporation is validly in existence under the laws of this state.

This certificate is issued pursuant to the provisions of 1972 PA 284, as amended, to attest to the fact that the corporation is in good standing in Michigan as of this date and is duly authorized to transact business and for no other purpose.

This certificate is in due form, made by me as the proper officer, and is entitled to have full faith and credit given it in every court and office within the United States.



In testimony whereof, I have hereunto set my hand, in the City of Lansing, this 07th day of May, 2004.

Andrew J. Hoff, Director

Bureau of Commercial Services

Sent by Facsimile Transmission
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