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June 16, 2000

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

Re: Town Centre at Metrowest, L.L.C.

Dear Sir or Madam:

In regard to the above referenced entity, please find original Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida for the limited liability company Town Centre at Metrowest, L.L.C. Also enclosed is the Certificate of Designation of Registered Agent and a check in the amount of \$160.00 for filing fees.

Please file the application and return to me a certified copy and Certificate of Status in the enclosed stamped self-addressed envelope.

I appreciate your assistance and should you have any questions, please don't hesitate to contact me at the telephone number listed in the above letterhead.

Sincerely,

Kristy Falkner  
Assistant to Grant T. Downing

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TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

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**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

- 1. Town Centre at Metrowest, L.L.C.  
(Name of foreign limited liability company)
- 2. State of Delaware  
(Jurisdiction under the law of which foreign limited liability company is organized)
- 3. Applied for  
(FEI number, if applicable)
- 4. May 30, 2000  
(Date of Organization)
- 5. Perpetual  
(Duration: Year limited liability company will cease to exist or "perpetual")
- 6. Subsequent to authorization to transact business  
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
- 7. 1209 Orange Street, Wilmington, Delaware, 19801  
(Street address of principal office)

- 8. If limited liability company is a manager-managed company, check here
- 9. The usual business addresses of the managing members or managers are as follows:  
N/A

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction 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.)

11. Nature of business or purposes to be conducted or promoted in Florida: Ownership and sale of real property.

EPOCH PROPERTIES, INC, a Florida corporation

Signature of a member or an authorized representative of a member.  
(In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)  
By: Kyle D. Riva, Vice President

Typed or printed name of signee

**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:

Town Centre at Metrowest, L.L.C.

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

Grant T. Downing, Esq.

(Name)

222 West Comstock Avenue, Suite 101

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

Winter Park,

FL

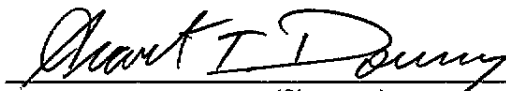
32789

City/State/Zip

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
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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 as provided for in Chapter 608, F.S..*



(Signature)

Grant T. Downing

\$ 100.00 Filing Fee for Application  
\$ 25.00 Designation of Registered Agent  
\$ 30.00 Certified Copy (optional)  
\$ 5.00 Certificate of Status (optional)

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 "TOWN CENTRE AT METROWEST 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 THIRTY-FIRST DAY OF MAY, A.D. 2000. AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.

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00 JUN 19 11:00:00  
SECRETARY OF STATE  
TALLMANSVILLE, DELAWARE



*Edward J. Freel*

Edward J. Freel, Secretary of State

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AUTHENTICATION: 0468612

DATE: 05-31-00