

MO2000002745



ACCOUNT NO. : 072100000032
 REFERENCE : 785003 4144A
 AUTHORIZATION : *Patricia Pijut*
 COST LIMIT : \$ 155.00

ORDER DATE : October 16, 2002
 ORDER TIME : 10:58 AM
 ORDER NO. : 785003-010
 CUSTOMER NO: 4144A

CUSTOMER: Ms. Michelle Baserva
 Holland & Knight Llp
 Suite 3000
 701 Brickell Avenue
 Miami, FL 33131

RECEIVED
 02 OCT 17 AM 11:55
 TALLAHASSEE, FLORIDA

FOREIGN FILINGS

NAME: 3111 S. DIXIE HIGHWAY MM, LLC

XXXX QUALIFICATION (TYPE: LL)

700008428187--5

Name	PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:
Availability	XX CERTIFIED COPY
Document Examiner	DCC
Updater	CONTACT PERSON: Ginger Simmons -- EXT# 1139
Updater Verifier	DCC
Acknowledgement	DCC
W. P. Verifier	DCC

EXAMINER: _____

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 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

**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 TRANSACTIONS BUSINESS IN THE STATE OF FLORIDA:

1. 3111 S. DIXIE HIGHWAY MM, LLC
(Name of foreign limited liability company)

2. DELAWARE 3. Applied For
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. 10/09/2002 5. PERPETUAL
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")

6. November 1, 2002
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.)

7. C/O URBANAMERICA, L.P., 30 BROAD STREET, 31ST FLOOR, NEW YORK, NY 10004
(Street address of principal office)


8. If limited liability company is a manager-managed company, check here

9. The name and usual business addresses of the managing members or managers are as follows:
URBANAMERICA, L.P., 30 BROAD STREET, 31ST FLOOR, NEW YORK, NY 10004

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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: REAL ESTATE DEVELOPMENT



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.)
Lynn C. Washington, Authorized Representative of a Member
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:

3111 S. DIXIE HIGHWAY MM, LLC

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

Corporation Service Company
(Name)

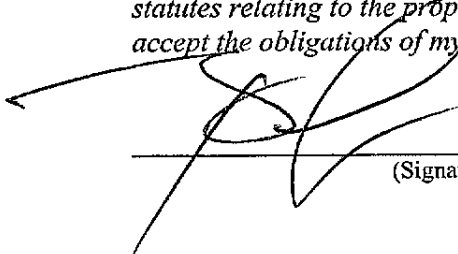
1201 Hays Street
Florida street address (P.O. Box **NOT** ACCEPTABLE)

Tallahassee FL 32301
(City/State/Zip)

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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.


Brian Courtney
Asst. V. Pres
(Signature)

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

Delaware

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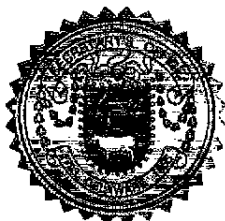
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "3111 S. DIXIE HIGHWAY MM, 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 OCTOBER, A.D. 2002.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "3111 S. DIXIE HIGHWAY MM, LLC" WAS FORMED ON THE NINTH DAY OF OCTOBER, A.D. 2002.

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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 2038447

020640046

DATE: 10-16-02