

M040000003414

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

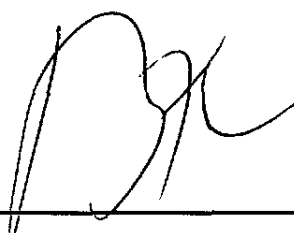
PICK-UP WAIT MAIL

(Business Entity Name)

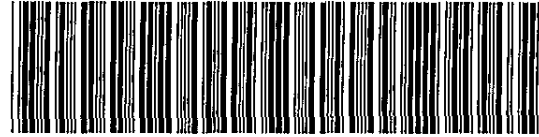
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TALLAHASSEE, FLORIDA
04 AUG 19 PM 5:12

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CORPORATIONS
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W04-31650
J. BRYAN AUG 19 2004

FLORIDA FILING & SEARCH SERVICES, INC.
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TALLAHASSEE STATE
FLORIDA

DATE: 08-19-04

NAME: MADISON SOHO, LLC

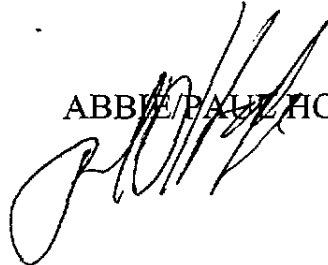
TYPE OF FILING: APPLICATION TO TRANSACT BUSINESS

COST: \$125 + \$30 + \$5= \$160

RETURN: CERTIFIED COPY ^{and} (CUS)

ACCOUNT: FCA000000015

AUTHORIZATION: ABBIE PAUL HODGE





FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

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04 AUG 19 PM 5:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

August 19, 2004

FLORIDA FILING & SEARCH SERVICES, INC.

SUBJECT: MADISON SOHO, LLC
Ref. Number: W04000031650

We have received your document for MADISON SOHO, LLC and your check(s) totaling \$160.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain a registered agent with a Florida street address and a signed statement of acceptance. (i.e. I hereby am familiar with and accept the duties and responsibilities of Registered Agent.)

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6043.

Joey Bryan
Document Specialist

Letter Number: 104A00051178

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04 AUG 20 PM 2:32
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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

FILED
04 AUG 19 PM 5:12
SECRETARY OF STATE
TALLAHASSEE, 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:

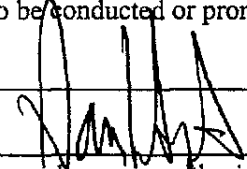
- 1. Madison Soho, LLC
(Name of foreign limited liability company)
- 2. Delaware
(Jurisdiction under the law of which foreign limited liability company is organized)
- 3. 20-1441441
(FEI number, if applicable)
- 4. July 22, 2004
(Date of Organization)
- 5. Perpetual
(Duration: Year limited liability company will cease to exist or "perpetual")
- 6. upon qualification
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
- 7. 1950 Summit Park Drive, Suite 300, Orlando, FL 32810
(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:
Madison Soho, Inc.
1950 Summit Park Drive, Suite 300
Orlando, FL 32810

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 holding company


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.)
Samuel C. Stephens, III
Typed or printed name of signee

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**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:

Madison Soho, LLC

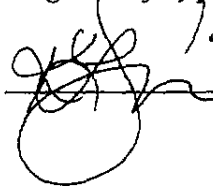
2. The name and the Florida street address of the registered agent and office are:

B+C Corporate Services of Central Florida, Inc.
(Name)

390 N. Orange Ave., Ste. 1100
Florida Street Address (P.O. Box **NOT** ACCEPTABLE)

Orlando FL 32801
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 as provided for in Chapter 608, Florida Statutes.


(Signature) Kristi L. Sullivan, Vice President

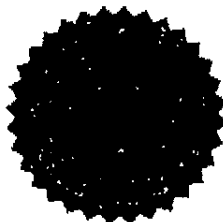
\$ 100.00 Filing Fee for Application
\$ 25.00 Designation of Registered Agent
\$ 30.00 Certified Copy (optional)
\$ 5.00 Certificate of Status (optional)

Delaware

The First State

PAGE 1

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MADISON SOHO, 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 NINETEENTH DAY OF AUGUST, A.D. 2004.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

3836666 8300

040605557

AUTHENTICATION: 3303970

DATE: 08-19-04