

M04000005465

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

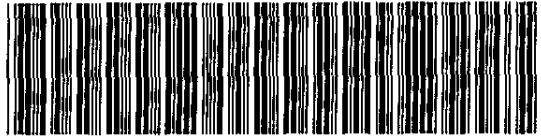
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STATE OF FLORIDA
TALLAHASSEE, FLORIDA

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CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 074777 4306193

AUTHORIZATION : *Patricia Pajoto*

COST LIMIT : \$ 125.00

FILED
04 DEC 13 PM 2:36
TALLAHASSEE, FLORIDA

ORDER DATE : December 9, 2004

ORDER TIME : 9:40 AM

ORDER NO. : 074777-005

CUSTOMER NO: 4306193

CUSTOMER: Lindsay Denault
Katten Muchin Zavis Rosenman
Suite 1600
525 West Monroe Street
Chicago, IL 60661-3693

FOREIGN FILINGS

NAME: PRG PARKING ORLANDO L.L.C.

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Heather Chapman -- EXT# 2908

EXAMINER: _____

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 TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. PRG Parking Orlando, L.L.C.
(Name of Foreign Limited Liability Company)
2. Delaware 3. 75-3153280
(Jurisdiction under the law of which foreign limited liability company is organized) (FBI number, if applicable)
4. April 21, 2004 5. December 31, 2054
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")
6. n/a
(Date first transacted business in Florida, if prior to registration.)
(See sections 608.501 & 608.502 F.S. to determine penalty liability)
7. 200 West Madison Street Suite 3700
Chicago, IL 60606
(Street Address of Principal Office)

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STATE

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:
PRG Parking Holding, L.L.C.
200 West Madison Street Suite 3700
Chicago, IL 60606

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: Any and all lawful activities
provided under Florida statute; including but not limited to owning and operating a parking lot facility.

See Annex A attached hereto and made a part hereof.

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.)

Typed or printed name of signee

Annex A

For

PRG Parking Orlando, L.L.C.

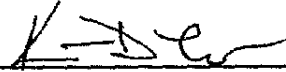
PRG PARKING ORLANDO, L.L.C., a Delaware
limited liability company

By: PRG Parking Holding, L.L.C., a Delaware
limited liability company, the sole member

By:

Name:

Title:


Kevin D. Lynch
Authorized Person

**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:

PRG Parking Orlando L.L.C.

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

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.

Corporation Service Company

Cynthia L. Harris
as its agent

By: Cynthia L. Harris

(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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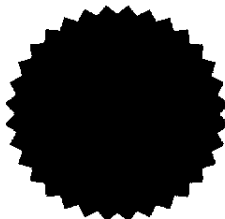
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PRG PARKING ORLANDO, L.L.C." 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 TENTH DAY OF DECEMBER, A.D. 2004.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "PRG PARKING ORLANDO, L.L.C." WAS FORMED ON THE TWENTY-FIRST DAY OF APRIL,

A.D. 2004.

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



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3536729

3793422 8300

040892098

DATE: 12-10-04