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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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GJN

GALLOP, JOHNSON & NEUMAN, L.C.

Attorneys and Counselors at Law

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May 25, 2005

Florida Department of State
Registration Section
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

Via Federal Express

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CORPORATIONS
TALLAHASSEE, FLORIDA

Re: *Behlmann Real Estate Ventures, LLC*

Dear Sir/Madam:

We enclose your form Transmittal Letter, Application by Foreign Limited Liability Company For Authorization to Transact Business in Florida, Certificate of Existence issued by the Missouri Secretary of State, Certificate of Designation of Registered Agent/Registered Office, and check in the amount of \$130.00 for your filing fee and a certificate of status. We would appreciate your processing these documents on behalf of our client, ***Behlmann Real Estate Ventures, LLC***, at your earliest opportunity. Please forward the Certificate of Status directly to the undersigned.

Should you have any questions, please do not hesitate to call our office. Thank you.

Very truly yours,

GALLOP, JOHNSON & NEUMAN, L.C.



Carol S. Pate

CSP/s
Enclosures
107949/0001
4453001

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: BEHLMANN REAL ESTATE VENTURES, LLC
(Name of Limited Liability Company)

The enclosed "Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida," Certificate of Existence, and check are submitted to register the above referenced foreign limited liability company to transact business in Florida..

Please return all correspondence concerning this matter to the following:

ROBERT H. EPSTEIN
(Name of Person)

GALLOP, JOHNSON & NEUMAN, L.C.
(Firm/Company)

101 South Hanley - 16th Floor
(Address)

St. Louis, MO 63105
(City/State and Zip Code)

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TALLAHASSEE, FLORIDA

For further information concerning this matter, please call:

CAROL S. PATE, Legal Assistant at (314) 615-6242
(Name of Person) (Area Code & Daytime Telephone Number)

STREET ADDRESS:
Registration Section
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

MAILING ADDRESS:
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Enclosed is a check for the following amount:

- \$125.00 Filing Fee \$130.00 Filing Fee & Certificate of Status \$155.00 Filing Fee & Certified Copy \$160.00 Filing Fee, Certificate of Status & Certified Copy

**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. BEHLMANN REAL ESTATE VENTURES, LLC
(Name of Foreign Limited Liability Company)

2. MISSOURI 3. 20-2859374
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. MAY 18, 2005 5. PERPETUAL
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")

6. UPON QUALIFICATION
(Date first transacted business in Florida, if prior to registration.)
(See sections 608.501 & 608.502 F.S. to determine penalty liability)

7. 5992 HOWDERSHELL
HAZELWOOD, MO 63042
(Street Address of Principal Office)

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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:

LINDA LEE BEHLMANN, Manager - 5992 Howdershell, Hazelwood, MO 63042

KENNETH A. BEHLMANN, Manager - 5992 Howdershell, Hazelwood, MO 63042

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 Investment

Robert H. Epstein
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.)

ROBERT H. EPSTEIN

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:

BEHLMANN REAL ESTATE VENTURES, LLC

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

CT CORPORATION SYSTEM

(Name)

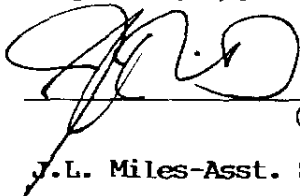
1200 SOUTH PINE ISLAND ROAD

Florida Street Address (P.O. Box NOT ACCEPTABLE)

PLANTATION FL 33324

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)

J.L. Miles-Asst. Secy.

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

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

STATE OF MISSOURI



Robin Carnahan
Secretary of State

**CORPORATION DIVISION
CERTIFICATE OF GOOD STANDING**

I, ROBIN CARNAHAN, Secretary of the State of Missouri, do hereby certify that the records in my office and in my care and custody reveal that

**BEHLMANN REAL ESTATE VENTURES, LLC
LC0660703**

was created under the laws of this State on the 18th day of May, 2005, and is in good standing, having fully complied with all requirements of this office.

IN TESTIMONY WHEREOF, I have set my hand and imprinted the GREAT SEAL of the State of Missouri, on this, the 23rd day of May, 2005



Robin Carnahan
Secretary of State

Certification Number: 7717453-1 Reference:
Verify this certificate online at <http://www.sos.mo.gov/businessentity/verification>

2005 MAY 26 PM 1
CORPORATIONS
TALLAHASSEE, FLORIDA