

Florida Department of State

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FLORIDA/FOREIGN LIMITED LIABILITY CO.

CAMPANELLA MARKETPLACE NORTH, LLC

Certificate of Status	1
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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:*

**ARTICLE I
NAME**

The name of the limited liability company is CAMPANELLA MARKETPLACE NORTH, LLC
(the "Company").

**ARTICLE II
JURISDICTION**

The Company is organized under the laws of the State of Delaware.

**ARTICLE III
FEDERAL EMPLOYER IDENTIFICATION NUMBER**

The Federal Employer Identification number for the Company is 222-42-3599.

**ARTICLE IV
ORGANIZATION DATE**

The Company was organized on July 20, 2006.

**ARTICLE V
DURATION**

The Company's duration shall be perpetual.

**ARTICLE VI
FIRST BUSINESS TRANSACTION**

The first business transaction of the Company in Florida has not yet occurred.

**ARTICLE VII
PRINCIPAL OFFICE ADDRESS**

The principal office address of the Company is:

1223 Wilshire Blvd., #151
Santa Monica, CA 90403

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**ARTICLE VIII
MANAGEMENT**

The Company shall be managed by the Members. Joseph W. Campanella is the managing member and his address is 1223 Wilshire Boulevard #151, Santa Monica, CA 90403.

**ARTICLE IX
CERTIFICATE OF EXISTENCE**

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.

**ARTICLE X
NATURE OF BUSINESS**

The Company's business and purpose shall consist solely of the following:

(i) To engage solely in the ownership, operation and management of the real estate project known as Marketplace North II located in Tampa, Florida pursuant to and in accordance with the Company's Certificate of Formation and the Company's Operating Agreement; and

(ii) to engage in such other lawful activities permitted to limited liability companies by the applicable laws and statutes for such entities of the State of Florida as are incidental, necessary or appropriate to the foregoing.



Signature of 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.)

C. Graham Carothers
Typed or printed name of signee

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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: CAMPANELLA MARKETPLACE NORTH, LLC.
2. The name and the Florida street address of the registered agent and office are:

C. Graham Carothers, Esquire
 Shumaker, Loop & Kendrick, LLP
 101 East Kennedy Blvd., Suite 2800
 Tampa, Florida 33602

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)

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CAMPANELLA MARKETPLACE NORTH, 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 TWENTY-FOURTH DAY OF JULY, A.D. 2006.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "CAMPANELLA MARKETPLACE NORTH, LLC" WAS FORMED ON THE TWENTIETH DAY OF JULY, A.D. 2006.

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

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Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 4921040

DATE: 07-24-06

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