

M06600006407

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

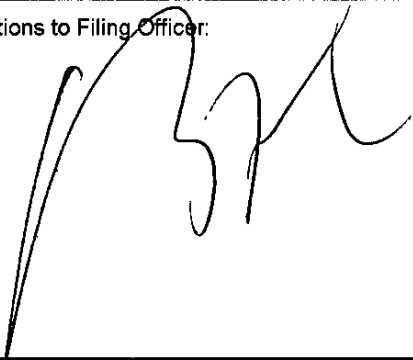
PICK-UP WAIT MAIL

(Business Entity Name)

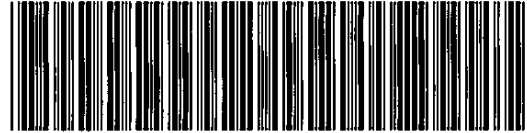
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Certified Copies _____ Certificates of Status _____

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA FILING & SEARCH SERVICES, INC.

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155 Office Plaza Drive, Suite A Tallahassee, FL 32301

PHONE: (850) 216-0457; FAX: (850) 216-0460

DATE: 11-20-06

NAME: VIF II TRADEWINDS ASSOCIATES, LLC

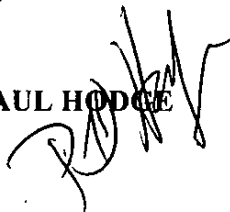
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ACCOUNT: FCA0000000015

AUTHORIZATION: ABBIE/PAUL HODGE



We need ASAP - Please

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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:

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TALLAHASSEE, FLORIDA
SECRETARY OF STATE

1. VIF II Tradewinds Associates, LLC
(Name of Foreign Limited Liability Company)
2. Delaware
(Jurisdiction under the law of which foreign limited liability company is organized)
3. _____
(FBI number, if applicable)
4. November 2008
(Date of Organization)
5. Perpetual
(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. 10 Campus Boulevard Newtown Square Pennsylvania 19073
(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:
- | | | | |
|--|----------------------------|-----------------------|-----------------|
| <u>VIF II/GMH Retail Portfolio, LLC Member</u> | <u>10 Campus Boulevard</u> | <u>Newtown Square</u> | <u>PA 18073</u> |
| _____ | _____ | _____ | _____ |
| _____ | _____ | _____ | _____ |

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: _____
Acquisition, ownership, operation and management of certain parcels of real estate located in Pensacola, Fl

Meganne Kenny-Cusato
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.)
Meganne Kenny-Cusato
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:

VIF II Tradewinds Associates, LLC

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

Capitol Corporate Services, Inc.

(Name)

155 Office Plaza Dr., Suite A

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.

Duani Case

(Signature)

Asst. Secretary on behalf of Capitol Corporate Services, Inc.

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

Delaware

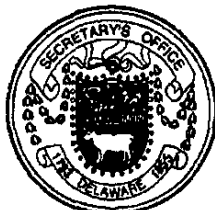
PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "VIF II TRADEWINDS ASSOCIATES, 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 SEVENTEENTH DAY OF NOVEMBER, A.D. 2006.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "VIF II TRADEWINDS ASSOCIATES, LLC" WAS FORMED ON THE SIXTEENTH DAY OF NOVEMBER, A.D. 2006.

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



4252818 8300
061057994

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5207500

DATE: 11-17-06