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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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TALLAHASSEE, FLORIDA

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MO7-58891

DEC - 4 2007



BENDERSON DEVELOPMENT COMPANY, LLC 8441 Cooper Creek Blvd., University Park, FL 34201 (941) 359-8303 Fax (941) 359-1836

www.benderson.com

Among Our Tenants

A&P
Adidas
AJ Wright
AMC Theatres
Ann Taylor Loft
Applebee's
BJ's Wholesale Club
Bally Total Fitness
Bank of America
Barnes & Noble
Beall's Department Store
Bed Bath & Beyond
Best Buy
Big Lots
Blockbuster Video
Borders Books
Bonafish Grill
Brooks Drugs
Burlington Coat
Carrabba's Italian Grill
Chico's
Cingular Wireless
Circuit City
Citibank
City Mattress
Coldwater Creek
CVS
Designer Shoe Warehouse
Dick's Sporting Goods
Dollar Tree
Dress Barn
Eckerd Drug
Fashion Bug
Family Dollar Stores
Federal Express
Food Lion
Guitar Center
Hancock Fabrics
HSBC Bank
Hollywood Video
Home Depot
JCPenney
Jo-Ann Fabrics
K B Homes
Kohl's
Kroger
Lenox
Linens 'n Things
Lowe's
M&T Bank
Marshall's
Mattress Firm
Media Play
Michael's Crafts
Office Depot
OfficeMax
Old Time Pottery
Outback Steakhouse
Panera Bread
Payless ShoeSource
Perkins
Petco
PetsMart
Pier 1 Imports
Pizza Hut
Price Chopper
Regal Cinemas
Rite Aid
Sam's Club
Sears Roebuck & Company
Sherwin-Williams
Sprint PCS
Staples
Starbucks
Stein Mart
Stonewood Grill
Supercuts
Sweet Bay
Taco Bell
Talbots
Tandy/Radio Shack
Target/Super Target
T.J. Maxx
Tops Friendly Markets
Valu Home Center
Value City Furniture
Wal-Mart/Wal-Mart Supercenter
Walgreens
Wegmans Food Markets
Westpoint Stevens

November 29, 2007

Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

UPS Delivery

**RE: Over A, LLC; Over B, LLC, Over C, LLC; Over D, LLC & Over E, LLC
Under A, LLC; Under B, LLC; Under C, LLC; Under D, LLC & Under E,
LLC**

Dear Sir or Madam:

Please find enclosed for filing an Application by Foreign Limited Liability Company for Authorization to Conduct Business in Florida for each of the LLC's listed above. I have attached a copy of the Certificate of Formation and a Good Standing Certificate from the State of Delaware for each LLC. I have also enclosed our check in the sum of \$1,300.00 representing the \$130.00 filing fee and certificate of status for each LLC.

If you have any questions, please contact me at 941-359-8303. Thank you for your cooperation.

Very truly yours,

Kevin M. Kinney
KEVIN M. KINNEY, COUNSEL
BENDERSON DEVELOPMENT COMPANY, LLC

cc: David H. Baldauf, Esq.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Over A, LLC, a Delaware limited liability company
(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:

David H. Baldauf, Esq.

(Name of Person)

Benderson Development Company, LLC

(Firm/Company)

8441 Cooper Creek Blvd.

(Address)

University Park, FL 34201

(City/State and Zip Code)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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For further information concerning this matter, please call:

Kevin M. Kinney

(Name of Person)

at (941) 359-8303

(Area Code & Daytime Telephone Number)

MAILING ADDRESS:

Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

STREET ADDRESS:

Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

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
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. **Over A, LLC, a Delaware limited liability company**

(Name of Foreign Limited Liability Company; must include "Limited Liability Company," "L.L.C.," or "LLC.")

(If name unavailable, enter alternate name adopted for the purpose of transacting business in Florida and attach a copy of the written consent of the managers or managing members adopting the alternate name. The alternate name must include "Limited Liability Company," "L.L.C.," "LLC.")

2. **Delaware**

(Jurisdiction under the law of which foreign limited liability company is organized)

3. **to be applied for**

(FEI number, if applicable)

4. **November 20, 2007**

(Date of Organization)

5. **perpetual**

(Duration: Year limited liability company will cease to exist or "perpetual")

6. _____

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

7. **8441 Cooper Creek Blvd.**

University Park, FL 34201

(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:

Randall Benderson, Manager

David H. Baldauf, Manager

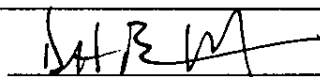
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10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate 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 Ownership
Development and Rental and all other legal purposes**



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.)

David H. Baldauf, Manager

Typed or printed name of signee

KMA

**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:

Over A, LLC, a Delaware limited liability company

If name unavailable, the alternate name to be used in the state of Florida is:

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

David H. Baldauf, Esq.

(Name)

8441 Cooper Creek Blvd.

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

University Park 34201

FL

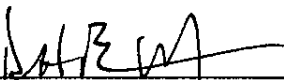
City/State/Zip

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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)

KME

\$ 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 "OVER A, 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-FIRST DAY OF NOVEMBER, A.D. 2007.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "OVER A, LLC" WAS FORMED ON THE TWENTIETH DAY OF NOVEMBER, A.D. 2007.

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



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You may verify this certificate online
at corp.delaware.gov/authver.shtml

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6178188

DATE: 11-21-07