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September 25, 1998

OVERNIGHT COURIER

Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Re: The Market Place of Melbourne, Ltd. *UC*

900002650229--5
-09/28/98--01102--005
***285.00 ***285.00

Dear Sir/Madam:

Enclosed for filing are an Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida, Affidavit of Membership And Contributions of Foreign Limited Liability Company, Certificate of Designation of Registered Agent and a Certificate of Existence issued by the Office of the Ohio Secretary of State, along with a check in the amount of \$285 to cover the filing fees (\$250 Application and Affidavit fee plus \$35 Designation of Registered Agent fee).

A second copy of the Application is enclosed. Please time-stamp and return the copy to the undersigned in the return envelope provided for your convenience.

Thank you.

Very truly yours,

GOODMAN WEISS MILLER LLP

G. Heidenreich
Gail Heidenreich
Legal Assistant

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Enclosures

M98-1112

Name	<i>AL 9-30</i>
Availability	<i>AL 9-30</i>
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W. P. Verifier	<i>AL</i>

FILED
98 SEP 28 PM 4:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**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 TRANSACTION
BUSINESS IN THE STATE OF FLORIDA:*

1. **Name of foreign limited liability company:** The Market Place of Melbourne, Ltd., *LLC*
2. **Jurisdiction under the law of which foreign limited liability company is organized:** Ohio
3. **FEI Number, if applicable:**
4. **Date of organization:** September 1, 1998
5. **Duration:** fifty-one years from date of organization
6. **Date first transacted business in Florida:** September 1, 1998
7. **Principal Office:** 10 Broadway Avenue, Cleveland, Ohio 44145
8. **List name, title and business address of each managing member [MGRM] or manager [MGR] who will manage the foreign limited liability company in Florida:**

Name & Address	Title
Broadway Properties, Inc. 10 Broadway Avenue Cleveland, OH 44145	MGRM

9. Attached is a Certificate of Existence issued by the Secretary of State of the State of Ohio dated not more than 90 days prior to the delivery of this application to the Department of State.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

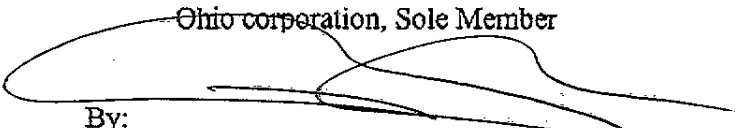
**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN
LIMITED LIABILITY COMPANY**

The undersigned member or authorized representative of a member of The Market Place of Melbourne, Ltd. certifies:

1. The above named limited liability company has at least one member;
2. The total amount of cash contributed by the member(s) is \$ -0-;
3. If any, the agreed value of property other than cash contributed by member(s) is \$ 3,715,000;
(a description of the property is attached and made a part hereto); and
4. The total amount of cash and property contributed and anticipated to be contributed by member(s) is \$ 3,715,000.
(This total includes amounts from 2 & 3 above.)

THE MARKET PLACE OF MELBOURNE, LTD. *UC*

By: **BROADWAY PROPERTIES, INC.**, an
Ohio corporation, Sole Member

By: 
Paul D. Pesses, Executive Vice President and
Secretary

(In accordance with Section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalty of perjury that the facts stated herein are true.)

Filing Fee: \$250.00 for Application and Affidavit

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**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: The Market Place of Melbourne, Ltd., LLC
2. The name and the Florida street address of the registered agent and office are:

Marvin Pesses
6430 Via Rosa
Boca Raton, Florida 33433

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.



Marvin Pesses

Filing Fee: \$35 for Designation of Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

UNITED STATES OF AMERICA,
STATE OF OHIO,
OFFICE OF THE SECRETARY OF STATE.

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I, Bob Taft, do hereby certify that I am the duly elected, qualified and present acting Secretary of State for the State of Ohio, and as such have custody of the records of Ohio and Foreign corporations; that said records show THE MARKET PLACE OF MELBOURNE, LTD., an Ohio Limited Liability Company, Registration No. 1028113, was registered to transact business in Ohio on September 1, 1998, and said registration is currently in FULL FORCE AND EFFECT upon the records of this office.



WITNESS my hand and official
seal at Columbus, Ohio on
September 14, 1998

Bob Taft

Bob Taft
Secretary of State