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In Affiliation With

GPA

Government Property Affiliates International, LLC

Friday, October 09, 1998

Brenda L. Tadlock
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: MOON DANCE, LLC

Dear Brenda:

Enclosed please find the following:

1. Fully executed Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida,
2. Original Certificate of Existence authenticated by the Tennessee Secretary of State,
3. Affidavit of Membership and Contributions of Foreign Limited Liability Company,
4. Certificate of Designation of Registered Agent,
5. Check number 321 in the amount of \$285.00, which represents payment of application and Designation of Registered Agent filing fees.

If additional information or documentation is needed, please call me at (901) 327-7676.

Thank you for your help with this matter.

Sincerely,

Jeannette Wahle
Jeannette Wahle

Name	<i>Wahle</i>
Availability	<i>11/15/98</i>
Document Examiner	<i>Wahle</i>
Updater	<i>Wahle</i>
Updater Verifier	<i>Wahle</i>
Acknowledgement	<i>Wahle</i>
W. P. Verifier	<i>Wahle</i>

BILLING 256.00
 COPY _____
 R. AGENT 35.00
 TOTAL 285.00
 BALANCE DUE \$ _____
 REFUND \$ _____

new for us

no penalty fees dec. fee #6

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 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA
admission check
FP-6517
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 ****285.00 ****285.00

**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. MOON DANCE, LLC
(Name of foreign limited liability company must end with the words "limited company" or their abbreviation "L.C." if not so contained in the name at present.)
2. TENNESSEE 3. 62-1636969
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)
4. MARCH 26, 1996 5. December 31, 2046
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")
6. 1997 (sole activity was GP of GPA-I, L.P.)
(Date first transacted business in Florida. (See sections 608.501, 608.502/and 817.155, F.S.))
7. 3526 SPOTTSWOOD AVENUE
MEMPHIS, TN 38111
(Street address of principal office)

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 FLORIDA
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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: (attach additional page if necessary)

NAME & ADDRESS:	TITLE:	NAME & ADDRESS:	TITLE:
<u>Oscar W. Seelbinder, Jr.</u>	<u>MGRM</u>	<u>John H. Montgomery</u>	<u>MGR</u>
<u>283 Tilton</u>		<u>41 Union Avenue</u>	
<u>Memphis, TN 38111</u>		<u>Memphis, TN 38103</u>	
<u>Ruby Avenue Realty, LLC</u>	<u>MGRM</u>		
<u>1918 Exeter Road</u>			
<u>Germantown, TN 38138</u>			
<u>Richard Robinson</u>	<u>MGRM</u>		
<u>1317 Hwy. 45 Bypass</u>			
<u>Jackson, MS 38305</u>			

9. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the Secretary of State or the proper official having custody of records in the state 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.)

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

The undersigned member or authorized representative of a member of MOON DANCE, LLC
_____ 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 \$ 100.00;

3) if any, the agreed value of property other than cash contributed by member(s) is \$ 0.00;
(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
(This total includes amounts from 2 and 3 above.)

100.00
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TALLAHASSEE, FLORIDA

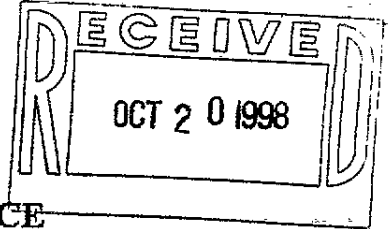


Signature of a member or an authorized representative of a member
(In accordance with section 608.408(3), Florida Statutes, the execution of this
affidavit constitutes an affirmation under the penalties of perjury that the facts
stated herein are true.)

OSCAR W. SEELBINDER, JR., CHIEF MANAGER

Typed or printed name of signee

Filing Fee: \$250.00 for Application and Affidavit



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:

MOON DANCE, LLC

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

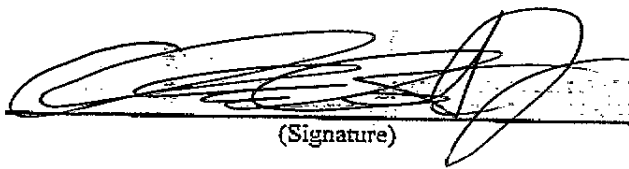
ALBERT E. DOTSON, JR. ESQUIRE
(Name)

200 S. Biscayne, Suite 2500
Florida street address (P.O. Box NOT ACCEPTABLE)

MIAMI FL 33131
City/State/Zip

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TALLAHASSEE, FLORIDA

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.


(Signature)

Filing Fee: \$ 35 for Designation of Registered Agent

Secretary of State
Corporations Section

James K. Polk Building, Suite 1800
Nashville, Tennessee 37243-0306

ISSUANCE DATE: 08/26/1998
REQUEST NUMBER: 98238118
TELEPHONE CONTACT: (615) 741-6488

CHARTER/QUALIFICATION DATE: 03/26/1996
STATUS: ACTIVE
CORPORATE EXPIRATION DATE: 12/31/2050
CONTROL NUMBER: 0309614
JURISDICTION: TENNESSEE

TO:
CAPITAL FILING SERVICE, INC.
7051 HIGHWAY 70 SO.
NO. 333
NASHVILLE, TN 37221

REQUESTED BY:
CAPITAL FILING SERVICE, INC.
7051 HIGHWAY 70 SO.
NO. 333
NASHVILLE, TN 37221

CERTIFICATE OF EXISTENCE

I, RILEY C DARNELL, SECRETARY OF STATE OF THE STATE OF TENNESSEE DO HEREBY CERTIFY THAT

"MOON DANCE, LLC"

A LIMITED LIABILITY COMPANY DULY FORMED UNDER THE LAW OF THIS STATE WITH DATE OF
FORMATION AND DURATION AS GIVEN ABOVE;
THAT ALL FEES, TAXES, AND PENALTIES OWED TO THIS STATE WHICH AFFECT THE
EXISTENCE OF THE LIMITED LIABILITY COMPANY HAVE BEEN PAID;
THAT THE MOST RECENT LIMITED LIABILITY ANNUAL REPORT REQUIRED HAS BEEN FILED;
THAT ARTICLES OF DISSOLUTION HAVE NOT BEEN FILED; AND
THAT ARTICLES OF TERMINATION OF THE EXISTENCE HAVE NOT BEEN FILED.

FOR: REQUEST FOR CERTIFICATE

ON DATE: 08/26/98

FROM:
CAPITAL FILING SERVICE, INC.
7051 HWY 70 S
#333
NASHVILLE, TN 37221-0000

	FEES	
RECEIVED:	\$280.00	\$0.00
TOTAL PAYMENT RECEIVED:	\$280.00	

RECEIPT NUMBER: 00002355168
ACCOUNT NUMBER: 00101230



Riley C Darnell

RILEY C. DARNELL
SECRETARY OF STATE