



MD100 0002554

ACCOUNT NO. : 072100000032

REFERENCE : 404510 4321592

AUTHORIZATION : *Patricia Pizito*

COST LIMIT : \$ 160.00

ORDER DATE : November 13, 2001

ORDER TIME : 9:47 AM

ORDER NO. : 404510-005

CUSTOMER NO: 4321592

CUSTOMER: Ms. Sue Plunkett
Long Aldridge & Norman
303 Peachtree Street, N.e.
Suite 5300
Atlanta, GA 30308

600004678406--6

FOREIGN FILINGS

NAME: FL COLONIAL PROMENADE GP LLC

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds -- EXT# 1133

EXAMINER: *JP 11401*

RECEIVED
01 NOV 14 AM 11:00
TALLAHASSEE, FLORIDA
DIVISION OF CORPORATION

APPROVED
AND
FILED

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR
AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA:
FL COLONIAL PROMENADE GP LLC**

*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. Name of foreign limited liability company: FL Colonial Promenade GP LLC
2. Jurisdiction under law of which foreign limited liability company is organized: Delaware
3. FEI number, if applicable: Applied for
4. Date of Organization: October 24, 2001
5. Duration: Perpetual
6. Date first transacted business in Florida: This company has not yet transacted business in Florida.
7. Street address of principal office: c/o Hatfield Philips, Inc., Marquis Two Tower Suite 2300, 285 Peachtree Center Avenue, Atlanta, GA 30303
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 follows:

--PAMI LLC, 1285 Avenue of the Americas, 13th Floor, New York, NY 10019
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: To act as the sole General Partner of LWSSP-2, L.P., a Delaware limited partnership, which is engaged solely in the acquisition, ownership, operation and management of the Property (as defined below).

“Property” shall mean the rights of the lessee under the following:

(A) that certain Lease Agreement, dated effective January 15, 1984, by and between the Greater Orlando Aviation Authority (“Lessor”) and Mark A. Schurgin and Rosalind Jonas Schurgin (collectively “Schurgin”), as “Lessee” thereunder, covering certain land and improvements located in Orlando, Orange County, Florida and comprising a part of the Colonial Promenade shopping center, as such leasehold interest has been (1) assigned by

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Schurgin to Colonial Promenade, a California limited partnership, by instrument dated October 26, 1984, as recited and confirmed in that certain Memorandum of Lease, dated October 26, 1984, and recorded in the Official Records of Orange County, Florida in Official Records Book 3572, page 2754, and (2) transferred to the Partnership on or about September 14, 1994 as evidenced by instrument recorded in Official Records Book 4801, page 4378, aforesaid records; and

(B) that certain Lease Agreement, dated August 26, 1988, by and between Lessor and Colonial Friday's, a California limited partnership, as "Lessee" thereunder, also covering certain land and improvements located in Orlando, Orange County, Florida and comprising an additional part of the Colonial Promenade shopping center, as such leasehold interest has been transferred to the Partnership on or about September 14, 1994 as evidenced by instrument recorded in Official Records Book 4801, page 4378, aforesaid records;

together with the real and personal property located on and used in connection with the Colonial Promenade shopping center.

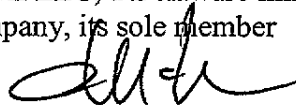
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TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the undersigned has executed the foregoing Application as of the 31st day of October, 2001.

FL COLONIAL PROMENADE GP LLC, a
Delaware limited liability company

By: PAMI LLC, a Delaware limited liability
company, its sole member

By: 

Name: **Christopher McKenna**
Title: **Authorized Signatory**

(In accordance with Section 608.403(3),
F.S., the execution of this document
constitutes an affirmation under the
penalties of perjury that the facts
stated herein are true.)

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AND
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TALLAHASSEE, FLORIDA

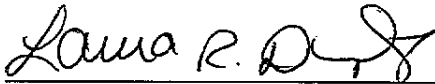
**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

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 FL Colonial Promenade GP LLC
2. The name of the Florida street address of the registered agent and office are:

Name: Corporation Service Company
Florida Street Address: 1201 Hays Street
City/State/Zip: Tallahassee, FL 32301

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, F.S.



(Signature)

**Laura R. Dunlap
as its agent**

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AND
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

State of Delaware
Office of the Secretary of State PAGE 1

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "FL COLONIAL PROMENADE GP 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-SIXTH DAY OF OCTOBER, A.D. 2001.

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

APPROVED
AND
FILED
01 NOV 14 AM 11:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3449338 8300

AUTHENTICATION: 1413517

010538713

DATE: 10-26-01