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Vivian Rivero  
21883

From:

Account Name : BILZIN, SUMBERG BAENA PRICE & AXELROD LLP.  
Account Number : 075350000132  
Phone : (305) 374-7580  
Fax Number : (305) 350-2446

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**FOREIGN LIMITED PARTNERSHIP****BLUMBERG INVEST/ALHAMBRA LIMITED PARTNERSHIP**

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CORPORATIONS  
TALLAHASSEE, FLORIDA

**APPLICATION BY FOREIGN LIMITED PARTNERSHIP  
FOR  
AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**

1. The name of the limited partnership is Blumberg Invest/Alhambra Limited Partnership (the "Partnership"). The Partnership is registering to transact business in Florida under the name Blumberg Invest/Alhambra Limited Partnership.

2. The Partnership was established under the laws of the State of Delaware on November 8, 2004.

3. The address of the Florida registered office of the Partnership is:

c/o CT Corporation System  
1200 South Pine Island Road  
Plantation, Florida 33324;

and the name and address of its agent for service of process are:

CT Corporation System  
1200 South Pine Island Road  
Plantation, Florida 33324.

4. The name and business address of the sole general partner of the Partnership are:

Alhambra Investment, L.L.C., #L98000003412  
a Florida limited liability company  
255 Alhambra Circle, Suite 1100  
Coral Gables, Florida 33134-7400.

5. The registered office of the Partnership in its State of formation is:

c/o The Corporation Trust Company  
The Corporation Trust Center  
1209 Orange Street  
Wilmington, Delaware 19801.

6. The mailing address and principal office for the Partnership are:

255 Alhambra Circle, Suite 1100  
Coral Gables, Florida 33134.

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7. The Partnership will undertake to keep the records listing the addresses and capital contributions of the limited partner or limited partners at its principal office until the Partnership's registration in Florida is cancelled or withdrawn.

IN WITNESS WHEREOF, this Application by Foreign Limited Partnership has been executed in the name and on behalf of the undersigned sole general partner of the Partnership as of the 9<sup>th</sup> day of December, 2004.

ALHAMBRA INVESTMENT, L.L.C., a  
Florida Limited Liability Company, as  
General Partner

By: American Ventures Property Fund-I,  
Ltd., a Florida Limited Partnership, as  
Sole Managing Member

By: AVRI TRUST, a Maryland  
Real Estate Investment Trust,  
as Managing General Partner


By:   
Thomas W. Jeffrey  
Vice President

STATE OF FLORIDA )  
 ) SS:  
COUNTY OF MIAMI-DADE )

THE FOREGOING INSTRUMENT was acknowledged before me this 9 day of December, 2004, by Thomas W. Jeffrey, as a Vice President of AVRI TRUST, a Maryland Real Estate Investment Trust, on behalf of such real estate investment trust in its capacity as the managing general partner on behalf of American Ventures Property Fund-I Ltd., a Florida limited partnership, as the sole managing member of Alhambra Investment, L.L.C., a Florida limited liability company, as general partner of Blumberg Invest/Alhambra Limited Partnership, a Delaware limited partnership; such individual is personally known to me or has produced a driver's license as identification.

My Commission Expires:

[NOTARIAL SEAL]

  
Print Name: Agnes Arcia  
NOTARY PUBLIC, State of Florida  
Serial No., if any: \_\_\_\_\_



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**ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT**

The undersigned, who has been designated as registered agent for Blumberg Invest/Alhambra Limited Partnership, a Delaware limited partnership (the "Partnership"), in the foregoing Application by Foreign Limited Partnership, hereby agrees to accept service of process for and on behalf of the Partnership and will comply with any and all laws, including, without limitation, Section 620.192, Florida Statutes, as amended, relating to the complete and proper performance of the duties and obligations of a registered agent of a limited partnership.

Dated: December 9, 2004.

Carla A. Burke  
Registered Agent

**KAREN A. BURKE**  
**SPECIAL ASSISTANT SECRETARY**

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## AFFIDAVIT OF CAPITAL CONTRIBUTIONS

STATE OF FLORIDA )

) SS:


COUNTY OF MIAMI-DADE )

BEFORE ME, the undersigned authority, a notary public authorized to administer oaths and to take acknowledgements in and for the State and County aforesaid, personally appeared Thomas W. Jeffrey ("Affiant"), in his capacity as a Vice President of AVRI TRUST, a Maryland Real Estate Investment Trust (the "Trust"), on behalf of such real estate investment trust in its capacity as the managing general partner on behalf of American Ventures Property Fund-I Ltd., a Florida limited partnership (the "Managing Member"), as the sole managing member of Alhambra Investment, L.L.C., a Florida limited liability company (the "General Partner"), as general partner of Blumberg Invest/Alhambra Limited Partnership, a Delaware limited partnership (the "Partnership") who, after first being duly sworn on oath, deposes and says as follows on behalf of the Trust:

1. Affiant is a Vice President and duly authorized to act on behalf of the Trust, which is the managing general partner of Managing Member, which is the sole managing member of General Partner, which is the sole general partner of the Partnership.

2. On the date hereof the limited partners of the Partnership have actually contributed to the Partnership an aggregate of \$100.00 of an aggregate amount of up to \$100.00 in capital contributions anticipated to be contributed to the Partnership by its limited partners, all of which shall be allocable to the State of Florida for the purpose of transacting business.


3. Affiant is familiar with the nature of an oath and with the penalties as provided by the laws of the State of Florida for falsely swearing to statements made in an instrument of this nature. Affiant has read and understands the contents of this Affidavit and the facts stated herein are true and correct to the best of Affiant's knowledge and belief.

  
Thomas W. Jeffrey, as a Vice President of  
AVRI TRUST, a Maryland Real Estate  
Investment Trust

THE FOREGOING INSTRUMENT was acknowledged, sworn to and subscribed before me this 9 day of December, 2004 by Thomas W. Jeffrey, as a Vice President of AVRI TRUST, a Maryland Real Estate Investment Trust, on behalf of such real estate investment trust in its capacity as the managing general partner on behalf of American Ventures Property Fund-I Ltd., a Florida limited partnership, as the sole managing member of Alhambra Investment, L.L.C., a Florida limited liability company, as general partner of Blumberg Invest/Alhambra Limited Partnership, a Delaware limited partnership; such individual is personally known to me or has produced a driver's license as identification.

My Commission Expires:

[NOTARIAL SEAL]

  
Print Name: Adnes Arcia  
NOTARY PUBLIC, State of Florida  
Serial No., if any:



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