

Document Number Only

B99000000424

CT Corporation System
660 East Jefferson Street
Tallahassee, FL 32301
Tel 850 222 1092
Fax 850 222 7615
Attn: Jeff Netherton

400003054434--6
-11/29/99--01001--009
***1697.50 ***1697.50

CORPORATION(S) NAME

400003054434--6
-11/29/99--01001--010
*****87.50 *****87.50

Eastern Retail Holdings Limited Partnership

<input type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input type="checkbox"/> Merger
<input type="checkbox"/> Nonprofit		
<input checked="" type="checkbox"/> Foreign	<input type="checkbox"/> Dissolution/Withdrawal	<input type="checkbox"/> Mark
	<input type="checkbox"/> Reinstatement	
<input checked="" type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> LLC	<input type="checkbox"/> Name Registration	<input type="checkbox"/> Change of RA
	<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> UCC
<input type="checkbox"/> Certified Copy	<input type="checkbox"/> Photocopies	<input type="checkbox"/> CUS
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem	<input type="checkbox"/> After 4:30
<input checked="" type="checkbox"/> Walk In	<input type="checkbox"/> Will Wait	<input checked="" type="checkbox"/> Pick Up
<input type="checkbox"/> Mail Out		

1697 50
67 50
85 00

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TALLAHASSEE, FLORIDA

Name _____
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W.P. Verifier _____

11/16/99

FILE SECOND

LP -1 785

BK
11/24/99

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

1. Eastern Retail Holdings Limited Partnership
(Name of limited partnership as it is in the home state)
2. _____
(If name is unavailable, name under which the limited partnership proposes to register or transact business in Florida; must contain the word "LIMITED" or "LTD.")

3. Delaware 4. 12-30-98
(State of Formation) (Date of Formation)

5. C T Corporation System
(Name of Registered Agent for Service of Process)

6. c/o C T Corporation System, 1200 South Pine Island Road
(Street Address of Registered Office)

Plantation, Florida 33324
(City) (Zip Code)

7. Acceptance by the Registered Agent for Service of Process:
C T Corporation System

ANN J. WILLIAMS
Assistant Vice President

Ann J. Williams
(Agent must sign on this line)

8. c/o The Corporation Trust Company, 1209 Orange Street
Wilmington, Delaware 19801
(Address of registered office required in state of formation or, if not required, address of principal office.)

- | 9. NAMES OF GENERAL PARTNERS | STREET ADDRESS |
|---|---|
| <u>LMRES Real Estate Advisers, Inc.</u> | <u>1735 Market Street, 12th Floor</u>
<u>Philadelphia, PA 19103-7501</u> |

F99000006110

10. 259 N. Radnor-Chester Rd., Suite 200, Radnor, PA 19087
(Office where Names, Addresses and Contributions of Limited Partners are kept.)

11. The limited partnership will undertake to keep the records listing the addresses and capital contributions of the limited partner or limited partners until the limited partnership's registration in Florida is canceled or withdrawn.

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12. 259 N. Radnor-Chester Rd., Suite 200

Radnor, PA 19087

(Mailing Address of Limited Partnership)

Under penalties of perjury I, being duly sworn, declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

This 8th day of November, 19 99

LMRES Real Estate Advisers, Inc.

By: David V. Iemolo
David V. Iemolo General Partner

STATE OF Pennsylvania

COUNTY OF Delaware

On this 8th day of November, 19 99

David V. Iemolo personally appeared before me,

☒ who is personally known to me

☐ whose identity I proved on the basis of _____

Jeanne C. Skellan
(Notary Public Signature)

Jeanne C. Skellan
(Notary's Printed Name)

Seal

My Commission Expires: _____

Notarial Seal
Jeanne C. Skellan, Notary Public
Radnor Twp., Delaware County
My Commission Expires May 7, 2001

Member, Pennsylvania Association of Notaries

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR FOREIGN LIMITED PARTNERSHIP

BEFORE ME the undersigned personally appeared David V. Temolo
a general partner of Eastern Retail Holdings Limited Partnership, a (an) Delaware
limited partnership, hereinafter referred to as the "Partnership", who certifies as follows:

1. The amount of capital contributions of the limited partners is \$ 52,130,637.
2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is \$ 3,500,000.

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Under the penalties of perjury I, being duly sworn, declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

This 8th day of November, 1999.

LMRES Real Estate Advisers, Inc.

By: David V. Temolo

David V. Temolo General Partner

STATE OF Pennsylvania

COUNTY OF Delaware

On this 8th day of November, 1999,

David V. Temolo

, personally appeared before me,

☒ who is personally known to me

☐ whose identity I proved on the basis of _____

Jeanne C. Skellan
(Notary Public Signature)

Jeanne C. Skellan
(Notary's Printed Name)

Seal

My Commission Expires:

Notarial Seal
Jeanne C. Skellan, Notary Public
Radnor Twp., Delaware County
My Commission Expires May 7, 2001

Member, Pennsylvania Association of Notaries