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TALLAHASSEE, FLORIDA

FOREIGN PROFIT QUALIFICATION

RAIT SOUTHWEST MANAGER, INC.

Name Availability	
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Updater	DCC
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Certificate of Status	1
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APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. RAIT Southwest Manager, Inc.
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. Delaware 3. Applied for
(State or country under the law of which it is incorporated) (FBI number, if applicable)

4. July 2, 2002 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. Upon application acceptance
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification" (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 1818 Market Street, 28th Floor, Philadelphia, PA 19103
(Principal office address)
1818 Market Street, 28th Floor, Philadelphia, PA 19103
(Current mailing address)

8. Act as non-member manager to Antigua Bay Southwest, LLC, Montego Bay Southwest, LLC and Sabel Key Southwest, LLC
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)
Name: W. Bradley, Munroe, Esquire
Office Address: 239 E. Virginia Street
Tallahassee, Florida 32301
(City) (Zip code)

10. Registered agent's acceptance:
Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

W. Bradley, Munroe
(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

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12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: Betsy Z. Cohen

Address: 1818 Market Street, 28th Floor, Philadelphia, PA 19103

Vice Chairman: _____

Address: _____

Director: Scott F. Schaeffer

Address: 1818 Market Street, 28th Floor, Philadelphia, PA 19103

Director: _____

Address: _____

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B. OFFICERS

President: Scott F. Schaeffer

Address: 1818 Market Street, 28th Floor, Philadelphia, PA 19103

Vice President: Ellen J. DiStefano

Address: 1818 Market Street, 28th Floor, Philadelphia, PA 19103

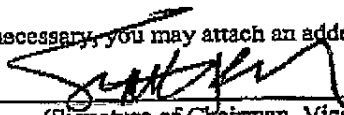
Secretary: Ellen J. DiStefano

Address: 1818 Market Street, 28th Floor, Philadelphia, PA 19103

Treasurer: Ellen J. DiStefano

Address: 1818 Market Street, 28th Floor, Philadelphia, PA 19103

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Scott F. Schaeffer, President
(Typed or printed name and capacity of person signing application)

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Delaware

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "RAIT SOUTHWEST MANAGER, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE THIRD DAY OF JULY, A.D. 2002.

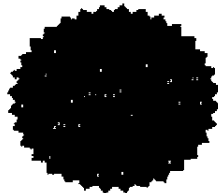
AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "RAIT SOUTHWEST MANAGER, INC." WAS INCORPORATED ON THE SECOND DAY OF JULY, A.D. 2002.

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

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 1866935

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DATE: 07-03-02