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DIVISION OF CORPORATION

FOREIGN PROFIT QUALIFICATION

Empirian Fort Pierce Managing Member, Inc.

Certificate of Status	0
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Page Count	04
Estimated Charge	\$70.00

SECRETARY OF STATE
FALL ASSESSMENT

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6-2-04

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. Empirian Fort Pierce Managing Member, Inc.

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp.," "Ltd.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Delaware 3. Apply For
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. May 28, 2004 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. Upon Qualification.
(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. c/o Scotland Hill Administrative Services, Inc. 25 Philips Parkway, Montvale, New Jersey 07645
(Principal office address)

Same
(Current mailing address)

8. To act as managing member of limited liability company which will own and operate real property in Florida
(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: CT Corporation System

Office Address: 1200 South Pine Island Road

Plantation, Florida 33324
(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.

CT Corporation System

By: Connie Bryan *Special Atty.*
(Registered agent's signature) *Secretary*

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.

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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

A. DIRECTORSChairman: Ezra BeymanAddress: c/o Scotland Hill Administrative Services, Inc. 25 Phillips Parkway, Montvale, New Jersey 07645

Vice Chairman: _____

Address: _____

Director: Independent Director to be named in the future

Address: _____

Director: _____

Address: _____

B. OFFICERSPresident: Ezra BeymanAddress: c/o Scotland Hill Administrative Services, Inc. 25 Phillips Parkway, Montvale, New Jersey 07645

Vice President: _____

Address: _____

Secretary: Ezra BeymanAddress: c/o Scotland Hill Administrative Services, Inc. 25 Phillips Parkway, Montvale, New Jersey 07645Treasurer: Ezra BeymanAddress: c/o Scotland Hill Administrative Services, Inc. 25 Phillips Parkway, Montvale, New Jersey 07645

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

13. _____

(Signature of Director or Officer listed in number 12 of the application)

14. Ezra Beyman, President

(Typed or printed name and capacity of person signing application)

Delaware

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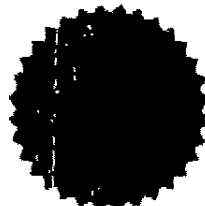
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "EMPIRIAN FORT PIERCE MANAGING MEMBER, 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 FIRST DAY OF JUNE, A.D. 2004.

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

3807778 8300

040405127

*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3143554

DATE: 06-01-04