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Florida Department of State
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DIVISION OF CORPORATIONS

FOREIGN PROFIT QUALIFICATION

MAC III of Delaware, Inc.

04 OCT 28 AM 11:47

SECRETARY OF STATE
DIVISION OF CORPORATIONS

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

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)
2. Delaware 3. _____
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 10/26/2004 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. _____
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)
7. 6584 Poplar Avenue, Suite 300, Memphis, TN 38138
(Principal office address)
6584 Poplar Avenue, Suite 300, Memphis, TN 38138
(Current mailing address)
8. To act as general partner
(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 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 **CONNIE BRYAN**
(Registered agent's signature) **SPECIAL ASSISTANT 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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DIVISION OF CORPORATIONS
STATE OF FLORIDA

A. DIRECTORSChairman: John A. GoodAddress: 100 Peabody Place, Suite 900Memphis, TN 38103Vice Chairman: Cathy S. CarlsonAddress: 100 Peabody Place, Suite 900Memphis, TN 38103Director: Michael FrenchAddress: 6584 Poplar Avenue, Suite 300Memphis, TN 38138Director: Beth PeoplesAddress: 103 Foulk Road, Suite 300Wilmington, DE 19803**B. OFFICERS**President: Cathy S. CarlsonAddress: 100 Peabody, Suite 900Memphis, TN 38103Vice President: Michael FrenchAddress: 6584 Poplar Avenue, Suite 300Memphis, TN 38103Secretary: Michael FrenchAddress: 6584 Poplar Avenue, Suite 300, Memphis, TN 38138John A. Good, Assistant SecretaryAddress: 100 Peabody Place, Suite 900, Memphis, TN 38103

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. John A. Good, Assistant Secretary

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

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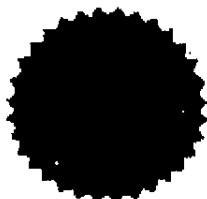
DIVISION OF CORP. AFFAIRS

Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MAC III OF DELAWARE, 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 TWENTY-SIXTH DAY OF OCTOBER, A.D. 2004.



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Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3436938

DATE: 10-26-04