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Florida Department of State
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DIVISION OF CORPORATION

FOREIGN PROFIT QUALIFICATION

BTF REIT, INC.

Certificate of Status	0
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12/30/04 15:19 FAX 1 334 616 8901

BANKTRUST OF AL COMM.

0002

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. BTF REIT, 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. Maryland

(State or country under the law of which it is incorporated)

3. _____

(FEI number, if applicable)

4. 11/24/2004

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. Upon Registration

(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 7700 US Highway 98 West, Santa Rosa Beach, FL 32459

(Principal office address)

7700 US Highway 98 West, Santa Rosa Beach, FL 32459

(Current mailing address)

8. ownership of real property and mortgages thereon and any other lawful business or activity for which corp. may be org.

(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: C.T. Corporation System

Office Address: 1200 South Pine Island Road

Panacea

(City)

Florida 33324

(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.

C.T. Corporation System

By: _____

Connie Bryan

(Registered agent's signature)

CONNIE BRYAN

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:

PLA (S) - MICHIGAN CT System Center

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BANKTRUST OF AL. COMM.

0003

A. DIRECTORSChairman: Caulle T. Knowles, IIIAddress: 7700 US Highway 98 West, Santa Rosa Beach, FL 32459

Vice Chairman: _____

Address: _____

Director: Gloria A. HaglerAddress: 218 East Broad Street, Eufaula, AL 36027Director: F. Michael JohnsonAddress: 100 Saint Joseph StreetMobile, AL 36602**B. OFFICERS**President: Caulle T. Knowles, IIIAddress: 7700 US Highway 98 West, Santa Rosa Beach, FL 32459

Vice President: _____

Address: _____

Secretary: Gloria A. HaglerAddress: 218 East Broad Street, Eufaula, AL 36027Treasurer: Gloria A. HaglerAddress: 218 East Broad Street, Eufaula, AL 36027

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. _____

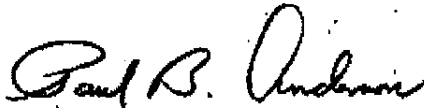
(Typed or printed name and capacity of person signing application)

STATE OF MARYLAND
Department of Assessments and Taxation

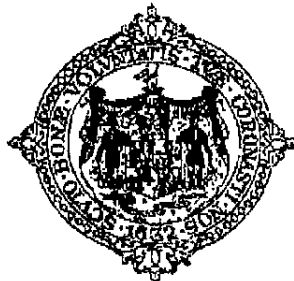
I, PAUL B. ANDERSON OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF THE STATE OF MARYLAND, DO HEREBY CERTIFY THAT THE DEPARTMENT, BY LAWS OF THE STATE, IS THE CUSTODIAN OF THE RECORDS OF THIS STATE RELATING TO THE FORFEITURE OR SUSPENSION OF CORPORATIONS, OR OF CORPORATIONS TO TRANSACT BUSINESS IN THIS STATE, AND THAT I AM THE PROPER OFFICER TO EXECUTE THIS CERTIFICATE.

I FURTHER CERTIFY THAT BTF REIT, INC. IS A CORPORATION DULY INCORPORATED AND EXISTING UNDER AND BY VIRTUE OF THE LAWS OF MARYLAND AND THE CORPORATION HAS FILED ALL ANNUAL REPORTS REQUIRED, HAS NO OUTSTANDING LATE FILING PENALTIES ON THOSE REPORTS, AND HAS A RESIDENT AGENT. THEREFORE, THE CORPORATION IS AT THE TIME OF THIS CERTIFICATE IN GOOD STANDING WITH THIS DEPARTMENT AND DULY AUTHORIZED TO EXERCISE ALL THE POWERS RECITED IN ITS CHARTER OR CERTIFICATE OF INCORPORATION, AND TO TRANSACT BUSINESS IN MARYLAND.

IN WITNESS WHEREOF, I HAVE HEREUNTO SUBSCRIBED MY SIGNATURE AND AFFIXED THE SEAL OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND AT BALTIMORE ON THIS DECEMBER 22, 2004.



Paul B. Anderson
Charter Division



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