

Document Number Only

C T CORPORATION SYSTEM

660 East Jefferson Street

Requestor's Name

Tallahassee, Florida 32301

Address

(850) 222-1092

City

State

Zip

Phone

CORPORATION(S) NAME

600002555506--5

-06/11/98--01004--026

***122.50 ***122.50

way- 13431

MP Properties LP Inc

- 98 JUN 11 PM 2:35
SECRETARY OF STATE
TALLAHASSEE FLORIDA
RECEIVED
JUN 10 11:08 AM '98
DIVISION OF CORPORATION
- ☒ Profit
☐ NonProfit
☐ Limited Liability Company
☒ Foreign
☐ Limited Partnership
☐ Reinstatement
☒ Limited Liability Partnership
☒ Certified Copy
☐ Call When Ready
☒ Walk In
☐ Mail Out
- ☐ Amendment
☐ Dissolution/Withdrawal
☐ Annual Report
☐ Fict. Filing
☐ Photo Copies
☐ Call if Problem
☐ Will Wait
- ☐ Merger
☐ Mark
☐ Other
☐ Change of P.A.
☐ UCC-1
☐ CUS
☐ After 4:30
☒ Pick Up
- UCC-3

Name
Availability
Document Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

JUN 10 1998

Please Return Extra Copy(s)
Filed Stamp

Thanks, Melanie



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 11, 1998

CT CORPORATION SYSTEM
ATTN: MELANIE

SUBJECT: MP PROPERTIES LP, INC.
Ref. Number: W98000013431

We have received your document for MP PROPERTIES LP, INC. and your check(s) totaling \$122.50. However, the document has not been filed and is being retained in this office for the following:

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6958.

To: Lee Rivers
Document Specialist

Letter Number: 498A00032729

RECEIVED
JUN 17 PM 12:12

RECEIVED
JUN 17 PM 12:17
DIVISION OF CORPORATION

WALK-IN
Pick-up 3:30

Please back-date
this to June 11, 1998

FROM

(TUE) 6.15.98 16:00 P.02 2

RESOLUTION OF BOARD OF DIRECTORS

OF

MP PROPERTIES LP, INC.

The undersigned, Douglas Listman, does hereby certify that this Resolution of the Board of Directors of MP PROPERTIES LP, INC., a corporation duly organized and existing under the laws of the State of Delaware, was duly adopted on June 15, 1998.

Resolved, that MP PROPERTIES LP, INC., organized and existing in the State of Delaware, hereby adopts the name MP PROPERTIES NAPLES LP, INC. for use in the State of Florida.

Dated: June 15, 1998



Douglas Listman
Secretary

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION 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. MP Properties LP, 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
(State or country under the law of which it is incorporated)
3. 52-2097149
(FEI number, if applicable)
4. 4/9/98
(Date of incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. 4/17/98
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.))
7. 8889 Pelican Bay Boulevard - Suite 501
Naples, FL 34108
(Current mailing address)
8. Any business or activity permitted by Delaware General Corporation Law and Florida Law
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)
9. Name and street address of Florida registered agent:
Name: C T CORPORATION SYSTEM
Office Address: c/o C T Corporation System, 1200 South Pine Island Road
Plantation, Florida, 33324
(Zip Code)
10. Registered agent 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 obligation of my position as registered agent.

C T CORPORATION SYSTEM

Conni B. B...
(Registered agent's signature) (Officer)

Conni B. B...
(Type Name and Title of Officer)

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TALLAHASSEE FLORIDA
SECRETARY OF STATE

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 addresses of officers and/or directors:

A. DIRECTORS (Street address only - P.O. Box **NOT** acceptable)

Chairman: Robert N. Elkins

Address: 8889 Pelican Bay Boulevard - Suite 501
Naples, Florida 34108

Vice Chairman: John B. Poole

Address: 8889 Pelican Bay Boulevard - Suite 501
Naples, Florida 34108

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS (Street address only - P.O. Box **NOT** acceptable)

President & CEO ~~XXXXXXXX~~ John B. Poole

President: _____

Address: Same as above

Chief Financial ~~XXXXXXXXXXXX~~ Douglas Listman
Officer; Secretary ~~Vice President~~

Address: 8889 Pelican Bay Boulevard - Suite 501
Naples, Florida 34108

Vice President ~~XXXXXXXX~~ Matthew F. Auman

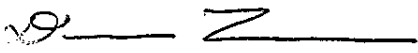
Address: 8889 Pelican Bay Boulevard
Naples, Florida 34108

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TALLAHASSEE FLORIDA

Vice President

Treasurer: Robert J. StoboAddress: 8889 Pelican Bay Boulevard - Suite 501Naples, Florida 34108

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. Douglas Listman, CFO & Secretary
(Typed or printed name and capacity of person signing application)

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TALLAHASSEE FLORIDA

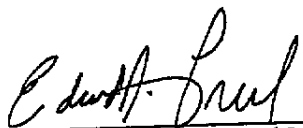
State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MP PROPERTIES LP, 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 FIFTH DAY OF JUNE, A.D. 1998.

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

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SECRETARY OF STATE
TALLAHASSEE FLORIDA




Edward J. Freel, Secretary of State

AUTHENTICATION:

9121678

DATE:

06-05-98

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