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February 3, 2000

O.B. TAYLOR (1880-1965)
J. MORTON MATRICK, OF COUNSEL

Internet Address
paulg@tcslaw.com

Via UPS Express

Registration Section, Division of Corporations
Florida Department of State
409 East Gaines Street
Tallahassee, Florida 32399

500003124595--9
-02/04/00--01091--011
***130.00 ***130.00

Re: Riley Place, LLC - Qualification in Florida

Dear Sir or Madam:

Enclosed please find the forms for qualification of a foreign limited liability company in Florida. Our check in the amount of \$130 is enclosed in payment of the application fee, the designation of registered agent fee and for a certificate of existence. Once filed, please return the documents to me at the address shown above. Thank you for your assistance.

Sincerely,



Sarah Jones

/sj
enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

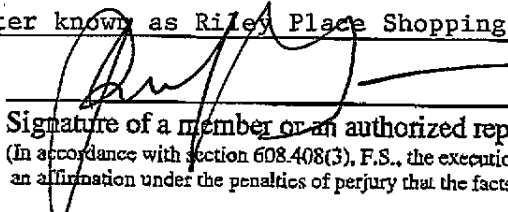
IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. Riley Place, LLC
(Name of foreign limited liability company)
2. Mississippi
(Jurisdiction under the law of which foreign limited liability company is organized)
3. applied for
(FEI number, if applicable)
4. October 28, 1999
(Date of Organization)
5. December 31, 2039
(Duration: Year limited liability company will cease to exist or "perpetual")
6. January 1, 2000
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. Post Office Box 1260, Ridgeland, Mississippi 39158
750 Avignon Drive, Building 18, Ridgeland, Mississippi 39157
(Street address of principal office)
8. If limited liability company is a manager-managed company, check here ☒
9. The usual business addresses of the managing members or managers are as follows:
Gary B. Cress
Post Office Box 1260, Ridgeland, Mississippi 39158
750 Avignon Drive, Building 18, Ridgeland, Mississippi 39157

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TALLAHASSEE, FLORIDA

10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

11. Nature of business or purposes to be conducted or promoted in Florida: own, operate and lease
shopping center known as Riley Place Shopping Center


Signature of a member or an authorized representative of a member.
(In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Paul L. Gunn

Typed or printed name of signee

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: RILEY PLACE, LLC

2. The name and address of the registered agent and office is:

C T CORPORATION SYSTEM

(Name)

c/o C T CORPORATION, 1200 South Pine Island Road,

(P.O. Box not acceptable)

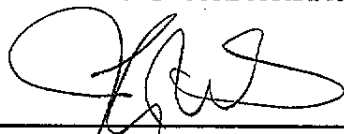
Plantation, Florida 33324

(City/State/Zip)

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TALLAHASSEE, FLORIDA

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 relating 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



(Signature)

J. L. Miles, Asst. Secretary

February 2, 2000

(Date)

FILING FEE: \$ 35 for Designation of Registered Agent

State of Mississippi

Secretary of State's Office

Eric Clark

Secretary of State
Jackson, Mississippi

CERTIFICATE

I, ERIC CLARK, Secretary of State of the State of Mississippi, and as such the legal custodian of the records as required by The Mississippi Limited Liability Company Act to be filed in my office do hereby certify that:

RILEY PLACE, LLC

Formed October 28, 1999

A Mississippi Limited Liability Company has filed the necessary documents in this office and has obtained a certificate of formation under the provisions of The Mississippi Limited Liability Company Act as shown by the records in this office.

That the registered office of said Limited Liability Company is located at:

750 AVIGNON DR BLDG 18
P O BOX 1260
RIDGELAND MS 39158

and that the registered agent at that address is:

GARY B CRESS

I further certify that said Limited Liability Company has paid the fees for filing the above papers required by law as shown by the records of this office and that said Limited Liability Company is in good standing to do business in Mississippi at this time.

Given under my hand
and seal of office
January 31, 2000



Eric Clark

ERIC CLARK,
Secretary of State

FILED
FEB - 6 AM 8:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA