

FAGGERT & FRIEDEN, P.C.
ATTORNEYS AND COUNSELORS AT LAW

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February 4, 2000

VIA FEDERAL EXPRESS

Registration Section
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

Re: Sandler West Palm Beach Investment II, L.L.C.
Our File No. 3985.001

Dear Sirs:

In reference to the above-captioned matter, I am enclosing the following:

- 1) An executed Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida;
- 2) An executed Certificate of Designation of Registered Agent;
- 3) A Certificate of Fact from the Commonwealth of Virginia State Corporation Commission; and
- 4) A check made payable to the Florida Department of State in the amount of One hundred Sixty and 00/100 Dollars (\$160.00), of which \$100.00 is for the filing fee, \$25.00 is for the designation of registered agent fee, \$30.00 is for a certified copy and \$5.00 is for a Certificate of Status.

Please forward the certified copy of the application and the Certificate of Status to my attention at Faggert & Frieden, P.C., 1435 Crossways Blvd., Suite 200, Chesapeake, Virginia 23320. I hereby request expedited service for the processing of this request. Please contact me if you have any questions.

Sincerely,



Alan M. Frieden

AMF/mdo

Enclosures

cc: Nathan D. Benson (w/copies of enclosures)

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-02/08/00-01004-001

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

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

1. Sandler West Palm Beach Investment II, L.L.C.
(Name of foreign limited liability company)
2. Virginia
(Jurisdiction under the law of which foreign limited liability company is organized)
3. Applied for
(FEI number, if applicable)
4. December 17, 1999
(Date of Organization)
5. Perpetual
(Duration: Year limited liability company will cease to exist or "perpetual")
6. Upon qualification
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 448 Viking Drive, Suite 220
Virginia Beach, Virginia 23452
(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:

Raymond L. Gottlieb 448 Viking Drive, Suite 220 Virginia Beach, Virginia 23452

Nathan D. Benson 448 Viking Drive, Suite 220 Virginia Beach, Virginia 23452

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: Real Estate
Acquisition and Development

 MANAGER
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.)

R. GOTTLIB MANAGER
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 TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

Sandler West Palm Beach Investment II, L.L.C.

2. The name and the Florida street address of the registered agent and office are:

C T Corporation System

(Name)

c/o C T Corporation System, 1200 South Pine Island Road

Florida street address (P.O. Box NOT ACCEPTABLE)

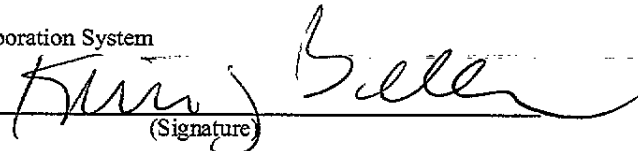
Plantation

FL 33324

City/State/Zip

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 as provided for in Chapter 608, F.S..

C T Corporation System


(Signature)

**KEVIN J. GALLAGHER
ASSISTANT VICE PRESIDENT**

\$ 100.00 Filing Fee for Application
\$ 25.00 Designation of Registered Agent
\$ 30.00 Certified Copy (optional)
\$ 5.00 Certificate of Status (optional)

Commonwealth of Virginia



State Corporation Commission

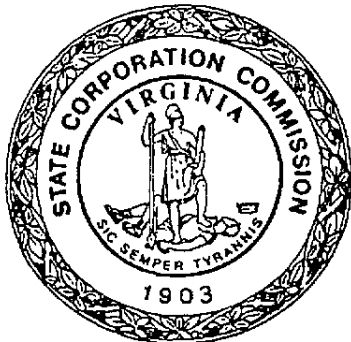
I Certify the Following from the Records of the Commission:

A Virginia Limited Liability Company certificate was filed in this office on December 17, 1999 by Sandler West Palm Beach Investment II, L.L.C..

A certificate of cancellation has not been filed in this office by Sandler West Palm Beach Investment II, L.L.C..

Nothing more is hereby certified.

*Signed and Sealed at Richmond on this Date:
January 24, 2000*



Joel H. Peck
Joel H. Peck, Clerk of the Commission