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ACCOUNT NO. : 072100000032
REFERENCE : 773631 4804484
AUTHORIZATION *Patricia Pijets*
COST LIMIT : \$ 155.00

HJH

ORDER DATE : July 24, 2000
ORDER TIME : 10:44 AM
ORDER NO. : 773631-020
CUSTOMER NO: 4804484

200003336782--0

CUSTOMER: Ms. Jen Dombrowski
Wolf Block Schorr And
22nd Floor
1650 Arch Street
Philadelphia, PA 19103-2097

FOREIGN FILINGS

NAME: J.L.S., GP LLC

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JUL 26 PM 4: 04

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- XX CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds EXT 1133

RECEIVED
00 JUL 26 PM 12: 08
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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

1. J.L.S., GP LLC
(Name of foreign limited liability company)
2. Delaware
(Jurisdiction)
3. _____
(FEI number, if applicable)
4. July 19, 2000
(Date of Organization)
5. Perpetual
(Duration)
6. Upon filing.
(Date first transacted business in Florida.)
7. 1500 San Remo Avenue, Suite 185 Coral Gables, FL 33146
(Street address of principal office)

8. If limited liability company is a manager-managed company, check here .

9. The name and usual business addresses of the managing members or managers are as follow:

Eric D. Sheppard, 1500 San Remo Avenue, Suite 185, Coral Gables, FL 33146
Philip Wolman, 1500 San Remo Avenue, Suite 185, Coral Gables, FL 33146
Jecheskiel Gonczarowski, 1500 San Remo Avenue, Suite 185, Coral Gables, FL 33146


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 purpose to be conducted or promoted in Florida:

Real Estate development.

Signature of member or an authorized representative of a member. Typed or printed name of signee is required.

J.L.S., GP LLC

By: 

Name: Eric D. Sheppard
Title: President

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JUL 26 PM 4:04

**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:

J.L.S., GP LLC

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

Corporation Service Company

(Name)

1201 Hays Street

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

Tallahassee

, Florida

32301

(City)

(Zip Code)

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.

By: 

BRIAN COURTNEY, ASST. V.P.

(Agent must sign on this line)

State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "J.L.S., GP LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-FOURTH DAY OF JULY, A.D. 2000.

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



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

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AUTHENTICATION: 0576348

DATE: 07-24-00