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ACCOUNT NO. : 072100000032

REFERENCE : 873849 7131343

AUTHORIZATION :

COST LIMIT : \$ 125.00

*Patricia Pizub*

ORDER DATE : October 24, 2000

ORDER TIME : 9:57 AM

ORDER NO. : 873849-005

CUSTOMER NO: 7131343

CUSTOMER: Jennifer Bliss, Paralegal  
Cadwalader Wickersham & Taft  
227 West Trade Street  
Suite 2400  
Charlotte, NC 28202

400003438714--8

FOREIGN FILINGS

NAME: MV ORLANDO NORTHPOINT I, LLC

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson

APPROVED  
AND  
FILED  
00 OCT 25 PM 1:56  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
RECEIVED  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
00 OCT 25 AM 10:44  
NOT RECORDED  
TO AVOID  
SUFFICIENCY OF FILING

*JP*  
*10-25-00*

**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. MV Orlando Northpoint I, LLC  
(Name of foreign limited liability company)
2. Delaware  
(Jurisdiction under the law of which foreign limited liability company is organized)
3. Being applied for  
(FEI number, if applicable)
4. October 17, 2000  
(Date of Organization)
5. 12/31/2099  
(Duration: Year limited liability company will cease to exist or "perpetual")
6. Upon Filing  
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. c/o First Union Development Corp., One First Union Center, 301 S. College Street,  
Charlotte, North Carolina 28288  
(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 follows:  
First Union Development Corporation  
One First Union Center, DC-6  
301 S. College Street, Charlotte, NC 28288  
Attn: Managing Director, Structured Products and Real Estate Capital Markets

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: The Company is formed for  
the purpose of engaging in any lawful act or activity for which limited liability companies may be  
formed under the Act (including, without limitation, acquiring, managing and disposing of real and  
personal property), and engaging in any and all activities necessary or incidental to the foregoing.

By: Mountain Ventures, LLC, its sole member  
By: First Union Development Corporation, its sole member and sole 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.)

DAVID HOAGLAND  
Typed or printed name of signer

00 OCT 25 PM 1:56  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
APPROVED  
AND  
FILED

**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:

MV Orlando Northpoint I, 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

FL

32301

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..*

Carol K. Dole

(Signature)

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

00 OCT 25 PM 1:56  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

APPROVED  
AND  
FILED

*State of Delaware*  
*Office of the Secretary of State*

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PAGE 1

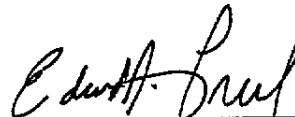
I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MV ORLANDO NORTHPOINT I, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-FOURTH DAY OF OCTOBER,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

APPROVED  
AND  
FILED

00 OCT 25 PM 1:56

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



  
Edward J. Freel, Secretary of State

3303014 8300

AUTHENTICATION: 0751025

001534194

DATE: 10-24-00