

CT CORPORATION SYSTEM

CORPORATION(S) NAME

**M01000 001098**

Ice Cream Ventures Realty, LLC

0

- |  |   |   |
|--|---|---|
| <input type="checkbox"/> Profit              | <input type="checkbox"/> Amendment              | <input type="checkbox"/> Merger             |
| <input type="checkbox"/> Nonprofit           | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark               |
| <input checked="" type="checkbox"/> Foreign  | <input type="checkbox"/> Reinstatement          | <input type="checkbox"/> Other              |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report          | <input type="checkbox"/> Change of RA       |
| <input checked="" type="checkbox"/> LLC      | <input type="checkbox"/> Name Registration      | <input type="checkbox"/> UCC                |
| <input type="checkbox"/> Certified Copy      | <input type="checkbox"/> Fictitious Name        | <input type="checkbox"/> CUS                |
| <input type="checkbox"/> Photocopies         | <input type="checkbox"/> Call When Ready        | <input type="checkbox"/> Call If Problem    |
| <input type="checkbox"/> Call When Ready     | <input type="checkbox"/> Will Wait              | <input type="checkbox"/> After 4:30         |
| <input checked="" type="checkbox"/> Walk In  |   | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out            |   |   |

Name \_\_\_\_\_  
 Availability \_\_\_\_\_  
 Document \_\_\_\_\_  
 Examiner \_\_\_\_\_  
 Updater \_\_\_\_\_  
 Verifier \_\_\_\_\_  
 W.P. Verifier \_\_\_\_\_

5/16/01

Order#: 4302087

Ref#: \_\_\_\_\_

Amount: \$ \_\_\_\_\_

RECEIVED  
 DEPARTMENT OF STATE  
 DIVISION OF CORPORATIONS  
 2001 MAY 16 AM 11:43  
 NOT RECORDED  
 TO AGENCY OF FILING  
 SUFFICIENCY OF FILING

APPROVED  
 AND  
 FILED  
 SECRETARY OF STATE  
 TALLAHASSEE, FLORIDA  
 01 MAY 16 PM 12:20

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 -05/16/01--01073--013  
 \*\*\*\*125.00 \*\*\*\*125.00

**9**  
**5-16-01**

660 East Jefferson Street  
 Tallahassee, FL 32301  
 Tel. 850 222 1092  
 Fax 850 222 7615

**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. Ice Cream Ventures Realty, LLC  
(Name of foreign limited liability company)

2. Delaware  
(Jurisdiction under the law of which foreign limited liability company is organized)

3. Applied For  
(FEI number, if applicable)

4. May 7, 2001  
(Date of Organization)

5. Perpetual  
(Duration: Year limited liability company will cease to exist or "perpetual")

6. Business will occur upon qualification  
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))

7. 15438 North Florida Avenue, Suite 200  
Tampa, FL 33613  
(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:

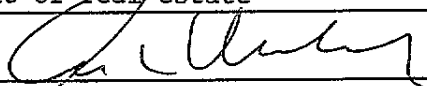
Edward W. Muransky President & Chief Manager, 15438 N. Florida Ave., Ste. 200, Tampa, FL 33613

Edward J. DeBartolo, Jr., Executive Vice President, 15438 N. Florida Ave., Ste. 200, Tampa, FL 33613

Aubrey B. Harwell, Jr., Secretary, 150 Fourth Ave. N., Ste. 2000, Nashville, TN 37219

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: Ownership, leasing and development of real estate

  
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.)  
Edward W. Muransky, President and Chief Manager  
Typed or printed name of signee

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

01 MAY 16 PM 12:20

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:

Ice Cream Ventures Realty, LLC

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

CT Corporation System

(Name)

c/o CT Corporation System, 1200 South Pine Island Road

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

Plantation

FL 33324

City/State/Zip

01 MAY 16 PM 12:20  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

APPROVED  
AND  
FILED

*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.*

CT Corporation System

Mary R. Adams  
(Signature)

MARY R. ADAMS  
ASSISTANT SECRETARY

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

Office of the Secretary of State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ICE CREAM VENTURES REALTY, 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 EIGHTH DAY OF MAY, A.D. 2001.

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

APPROVED AND FILED  
01 MAY 16 PM 12:20  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State

3389090 8300

AUTHENTICATION: 1120366

010220157

DATE: 05-08-01