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THE LAW FIRM OF

MARTIN, RAWSON & WOOSLEY, P.C.

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BIRMINGHAM, ALABAMA 35209

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June 25, 2001

VIA FEDERAL EXPRESS

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

600004448746--4
-06/28/01--01028--003
****160.00 ****160.00

Re: Qualification of Pace Station, LLC, an Alabama limited liability company, to transact business in Florida

Dear Sir or Madam:

In connection with the application for qualification by Pace Station, LLC, an Alabama limited liability company, to transact business in Florida, enclosed are the following: (a) original Certificate of Existence issued by the Secretary of State of Alabama, (b) completed Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida, (c) completed Certificate of Designation of Registered Agent/Registered Office, and (d) our check in the amount of \$160 for processing of the same and to obtain a certified copy and a certificate of status.

Should you have any questions concerning the enclosures, please give me a call.

Sincerely,


Gay V. Martin, Jr.

GVMjr/dr
Enclosures

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01 JUN 27 AM 9:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

mtm
7/2

**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. PACE STATION, LLC, an Alabama limited liability company
(Name of foreign limited liability company)

2. Alabama Limited Liability Company Act 3. _____
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. May 21, 2001 5. December 31, 2050
(Date of Organization) (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. c/o Martin, Rawson & Woosley, P.C.
2 Metroplex Drive, Suite 102
Birmingham, Alabama 35209
(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:

Mr. Robert W. Buchalter
1025 15th Street, Suite B
Tuscaloosa, Alabama 35401

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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: to operate, conduct and maintain a business engaged in the acquisition, development, management and brokerage of mortgages and real estate and to engage in any lawful business permitted under Alabama and Florida law as may be agreed upon by the Members.

Guy V. Martin, Jr.
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.)

Guy V. Martin, Jr., Esq., Organizer
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:

PACE STATION, LLC, an Alabama limited liability company

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

Linda A. Hoffman, Esq.
Emmanuel, Sheppard & Condon

(Name)

30 S. Spring Street

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

Pensacola

FL 32501

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.

Linda A. Hoffman
(Signature)

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

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TALLAHASSEE
SECRETARY OF STATE

STATE OF ALABAMA

I, Jim Bennett, Secretary of State of the State of Alabama, having custody of the Great and Principal Seal of said State, do hereby certify that

the domestic corporate records on file in this office disclose that Pace Station, LLC organized in the office of the Judge of Probate of Jefferson County on May 21, 2001. I further certify that the records do not disclose that said Pace Station, LLC has been dissolved.



In Testimony Whereof, I have hereunto set my hand and affixed the Great Seal of the State, at the Capitol, in the City of Montgomery, on this day.

June 22, 2001

Date

A handwritten signature in cursive script, appearing to read 'Jim Bennett', is written over a horizontal line.

Jim Bennett

Secretary of State

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA