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ATTORNEYS

MD10000001592
July 13, 2001

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

7/14

100004478041--8
-07/16/01--01108--039
****160.00 ****160.00

Re: Florida City Land Development, LLC

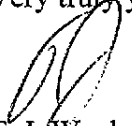
Dear Sir or Madam:

Enclosed for filing is an Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida as well as a Certificate of Designation of Registered Agent/Registered Office. An original Certificate of Existence for the Company is also enclosed.

A check in the amount of \$160.00 is also enclosed for the filing fees, as well as a certified copy and a Certificate of Status, which I request that you return to the undersigned.

Thank you for your assistance, and if you need anything further, please contact the undersigned.

Very truly yours,


T. J. Weyls, Jr.

TJW:fr
Enclosures

FILED
01 JUL 16 PM 1:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**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. Florida City Land Development, LLC
(Name of foreign limited liability company)

2. Ohio 3. _____
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. May 31, 2001 5. Perpetual
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")

6. N/A -- Upon qualification
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))

7. 34555 Chagrin Boulevard
Moreland Hills, OH 44022
(Street address of principal office)

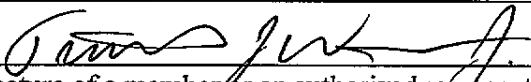
8. If limited liability company is a manager-managed company, check here

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

John R. McGill
34555 Chagrin Boulevard
Moreland Hills, OH 44022

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 hold and develop 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.)

Timothy J. Weyls, Jr., Authorized Representative
Typed or printed name of signee

01 JUL 16 PM 1:38
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**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:

FLORIDA CITY LAND DEVELOPMENT, LLC

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)

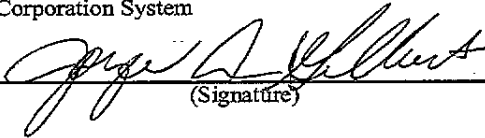
Plantation

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)

JOYCE A. GILBERT
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)

**UNITED STATES OF AMERICA,
STATE OF OHIO,
OFFICE OF THE SECRETARY OF STATE.**

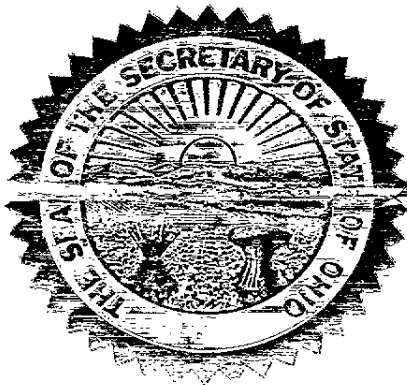


I, J. Kenneth Blackwell, do hereby certify that I am the duly elected, qualified and present acting Secretary of State for the State of Ohio, and as such have custody of the records of Ohio and Foreign corporations; that said records show FLORIDA CITY LAND DEVELOPMENT, LLC, an Ohio Limited Liability Company, Registration No. 1233989, was organized on May 31, 2001 and is currently in FULL FORCE AND EFFECT upon the records of this office.

WITNESS my hand and official seal at

Columbus, Ohio on

June 21, 2001



A handwritten signature in cursive script that reads "J. Kenneth Blackwell".

J. Kenneth Blackwell
Secretary of State