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

DIVISION OF CORPORATION

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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:

2. Delaware (Jurisdiction under the law of which foreign limited liability company is organized) 4. July 17, 2001 (Date of Organization) 5. Perpetual (Duration: Year limited liability company will cease to exist or "perpetual") 5. Upon filing (Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.) 27 North 3rd Street, Philadelphia, PA 19106 (Street address of principal office) If limited liability company is a manager-managed company, check here The usual business addresses of the managing members or managers are as follows: Mark A. Turnbull, Manager 27 North 3rd Street, Philadelphia, PA 19106	Delaware 3 Applied For		(Name of foreign limited liability company)
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Nature of business or purposes to be conducted or promoted in Florida: Acquire ownership of commercial 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.) Evan R. Batoff, Authorized Representative	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.) Evan R. Batoff, Authorized Representative		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.

FLORIDA.						
1. The name	of the Limited Liab	ility Company is:		-		•
RCAI Real Est	ate Holdings, LLC				<u></u>	· •
2. The name	and the Florida stree	et address of the registered age	nt and office are:			e 20 -
	C T Corporation Sys	tem				
		(Name)				
	c/o C T Corporation	System, 1200 South Pine Island Roa	d			- Mar
	Florid	la street address (P.O. Box NOT AC	CEPTABLE)	≥ 2 ± 2 ± 2 ± 2 ± 2 ± 2 ± 2 ± 2 ± 2 ± 2		
	Plantation	FL 33324 City/State/Zip		AHASSEE	AUG 20 PH	APRICIAL PROPERTY OF THE PROPE
liability compa agent and agr relating to the	any at the place design ee to act in this capace proper and complete my position as regist	gent and to accept service of promated in this certificate, I hereby the performance of my duties, and thereby agent as provided for in Clark PETER F. SOUZA	y accept the appointmer vith the provisions of al I am familiar with and c	nt as regi <mark>st</mark> er Il statutes	ed on	
			** .*			

\$ 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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State of Delaware

PAGE 1

Office of the Secretary of State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "RCAI REAL ESTATE HOLDINGS, 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 SEVENTEENTH DAY OF AUGUST, A.D. 2001.

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

OI AUG 20 PM 1: 05
SECRETARY OF STATE
GALLAHASSEE, FLORIDA

Warriet Smith Windson, Secretary of State

AUTHENTICATION: 1301786

DATE: 08-17-01

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