

M01000002142

KARP & GENAUER
PROFESSIONAL ASSOCIATION

2 ALHAMBRA PLAZA
SUITE 1202
CORAL GABLES, FLORIDA 33134

TELEPHONE: (305) 446-3545
FAX: (305) 461-3545

September 12, 2001

Registrations Section
Division of Corporations
State of Florida
P.O. Box 6327
Tallahassee, FL 32314

600004593996--8
-09/17/01--01091--009
***125.00 ***125.00

Re: Certificate of Authority for a foreign LLC
HTA Management, LLC
Our File No. 2057.01

To whom it may concern:

Enclosed please find the following in connection with the authorization of our client, HTA Management, LLC, a Delaware limited liability company, to transact business in the State of Florida:

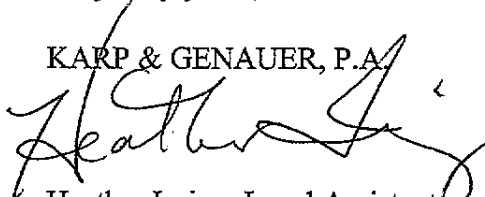
1. Original Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida
2. Good Standing Certificate issued by the State of Delaware
3. Filing Fee in the amount of \$125.00 (Filing Fee and Designation of Registered Agent)
4. Self-addressed, stamped envelope.


FILED
09 SEP 17 PM 00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Please return evidence of the authority to transact business, when issued, to us in the enclosed envelope. If you have any questions or require anything further, please do not hesitate to contact us.

Very truly yours,

KARP & GENAUER, P.A.


Heather Irving, Legal Assistant

M01-2142


Enclosures

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. HTA MANAGEMENT, LLC
(Name of foreign limited liability company)
2. Delaware
(Jurisdiction under the law of which foreign limited liability company is organized)
3. Applied for
(FBI number, if applicable)
4. August 28, 2001
(Date of Organization)
5. Perpetual
(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. 3225 Aviation Ave., PH Suite
Coconut Grove, FL 33133
(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:

JAG Ventures, Ltd., 3225 Aviation Ave., PH Suite, Coconut Grove, FL 33133

Wallace L. Scruggs, Jr., 6851 Oak Hall Lane, Suite 100, Columbia, MD 21045

Randy E. Rieger, 3225 Aviation Ave., PH Suite, Coconut Grove, FL 33133

Susan Leigh, 1210 Hill-N-Dale So., Tallahassee, FL 32311

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: Any and all lawful

business

HTA MANAGEMENT, LLC, BY: JAG VENTURES, LTD. By: JAG INVESTORS, INC., GP
By: Stewart Marcus

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.)

Stewart Marcus, President

Typed or printed name of signee

FILED
01 SEP 17 PM 5:10
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:

HTA Management, LLC

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

JAG Ventures, Ltd.

(Name)

3225 Aviation Ave., PH Suite

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

Coconut Grove **FL** **33133**

(City/State/Zip)

FILED
01 SEP 17 PM 5:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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.

JAG VENTURES, LTD., by JAG INVESTORS, INC., G.P.

By: Stewart Marcus
(Signature)

Stewart Marcus, President

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

State of Delaware
Office of the Secretary of State

PAGE 1

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "HTA MANAGEMENT, 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-NINTH DAY OF AUGUST, A.D. 2001.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3430540 8300

AUTHENTICATION: 1318880

010426250

DATE: 08-29-01