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MEMORANDUM

TO: REGISTRATION SECTION  
DIVISION OF CORPORATIONS

FROM: STEPHANIE JOYNER

DATE: JANUARY 7, 2002

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-01/11/02--01040--004  
\*\*\*\*160.00 \*\*\*\*160.00

SUBJECT: FOGELMAN MANAGEMENT GROUP

Attached are the "Application to Transact Business" and the appropriate fees for the above referenced entity. Also attached is a current "Certificate of Existence" for this entity. Please note that there is a statement about this entity being delinquent in the payment of Franchise and Excise taxes in the state of Tennessee. The return has been filed and the taxes have been paid; however, 2001 was the 1<sup>st</sup> year that these taxes were due and there was a discrepancy in the amount owed so the return was late. This delinquency has to do with penalties and interest and our accountant is in the process of having these penalties abated.

If you have any questions, please feel free to call me at 901-762-6764.

Thank You

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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:

1. Fogelman Management Group, LLC (Name of foreign limited liability company)

2. Tennessee (Jurisdiction under the law of which foreign limited liability company is organized) 3. 62-1679568 (FEI number, if applicable)

4. March 10, 1997 (Date of Organization) 5. Perpetual (Duration: Year limited liability company will cease to exist or "perpetual")

6. January 2, 2002 (Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))

7. 5400 Poplar Avenue, 2nd Floor Memphis, TN 38119 (Street address of principal office)

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

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

See Attached

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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: Property Management

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.) John A. Randles, III Typed or printed name of signee

**FOGELMAN MANAGEMENT GROUP  
MANAGERS  
5400 POPLAR AVE., 2ND FLOOR  
MEMPHIS, TN 38119**

<b>CHIEF MANAGER</b>	<b>RICHARD L. FOGELMAN</b>
<b>PRESIDENT</b>	<b>JEFFREY L. KELLY</b>
<b>EXECUTIVE VICE PRESIDENT/ ASSISTANT SECRETARY/TREASURER</b>	<b>JOHN A. RANGLES, III</b>
<b>VICE PRESIDENT/SECRETARY</b>	<b>KEVIN Q. JACKSON</b>
<b>VICE PRESIDENT</b>	<b>MARK FOGELMAN</b>
<b>VICE PRESIDENT</b>	<b>STANLEY BAKER</b>
<b>VICE PRESIDENT</b>	<b>DEBBIE MILLWOOD</b>
<b>VICE PRESIDENT</b>	<b>MARY BRADLEY</b>
<b>VICE PRESIDENT</b>	<b>PATTIE WOODS</b>
<b>VICE PRESIDENT</b>	<b>ROBERT LONG, JR</b>

**(Business addresses for all managers are the same as the company)**

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**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:

Fogelman Management Group, LLC

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

CT Corporation  
(Name)

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.*

See Attached  
(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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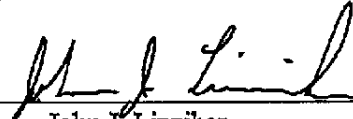
**ACCEPTANCE OF APPOINTMENT**

RE: **Fogelman Management Group, L.L.C.**

Pursuant to Sections 48.091 and 607.0501, Florida Statutes, the undersigned acknowledges and accepts its appointment as registered agent of the above corporation and agrees to act in the capacity and to comply with the provisions of the Florida Business Corporation Act (1990) relative to keeping open the registered office at the address specified above. The undersigned is familiar with, and accepts the obligations of, Section 607.0505, Florida Statutes.

Dated: January 7, 2002

CT CORPORATION SYSTEM

By   
John J. Linnihan  
Assistant Vice President

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ISSUANCE DATE: 12/21/2001  
REQUEST NUMBER: 01355519  
TELEPHONE CONTACT: (615) 741-6488

CHARTER/QUALIFICATION DATE: 03/10/1997  
STATUS: ACTIVE  
CORPORATE EXPIRATION DATE: 03/10/2047  
CONTROL NUMBER: 0326876  
JURISDICTION: TENNESSEE

**Secretary of State**  
**Division of Business Services**  
312 Eighth Avenue North  
6th Floor, William R. Snodgrass Tower  
Nashville, Tennessee 37243

TO:  
FOGELMAN MANAGEMENT GROUP  
STEPHANIE JOYNER  
5400 POPLAR AVE  
MEMPHIS, TN 38119

REQUESTED BY:  
FOGELMAN MANAGEMENT GROUP  
STEPHANIE JOYNER  
5400 POPLAR AVE  
MEMPHIS, TN 38119

CERTIFICATE OF EXISTENCE

I, RILEY C DARNELL, SECRETARY OF STATE OF THE STATE OF TENNESSEE DO HEREBY CERTIFY THAT  
"FOGELMAN MANAGEMENT GROUP, LLC"

THAT THE LIMITED LIABILITY IS DELINQUENT IN THE PAYMENT OF FRANCHISE AND EXCISE TAXES;  
THAT THE MOST RECENT LIMITED LIABILITY ANNUAL REPORT REQUIRED HAS BEEN FILED;  
THAT ARTICLES OF DISSOLUTION HAVE NOT BEEN FILED; AND  
THAT ARTICLES OF TERMINATION OF THE EXISTENCE HAVE NOT BEEN FILED.

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FOR: REQUEST FOR CERTIFICATE

ON DATE: 12/21/01

	FEE	\$0.00
RECEIVED:	\$20.00	\$0.00
TOTAL PAYMENT RECEIVED:		\$20.00

RECEIPT NUMBER: 00002974301  
ACCOUNT NUMBER: 00333470

FROM:  
FOGELMAN PROPERTIES, LLC  
5400 POPLAR AVENUE  
SUITE 200  
MEMPHIS, TN 38119-0000



*Riley C Darnell*

RILEY C. DARNELL  
SECRETARY OF STATE