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Greenville, South Carolina, 29601
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M02000001702
June, 2002

VIA OVERNIGHT MAIL
FLORIDA DEPARTMENT OF STATE
Registration Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

300006069513--4
-06/27/02--01065--010
****125.00 ****125.00

Re: RIF 303, LLC, a South Carolina limited liability company

Dear Sir or Madam:

Enclosed, in duplicate, is the Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida, along with the Certificate of Designation of Registered Agent/Registered Office, together with a check in the amount of \$125.00 for the required filing fees. Please file and send the letter of acknowledgment upon registration in the enclosed overnight envelope.

Thank you for your assistance in this matter.

Very truly yours,

Patrick H. Grayson, Jr.

PHG/sw
Enclosures

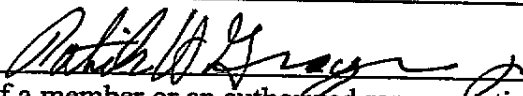
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02 JUN 27 PM 12: 01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**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. RIE 303, LLC
(Name of foreign limited liability company)
2. South Carolina
(Jurisdiction under the law of which foreign limited liability company is organized)
3. applied for
(FEI number, if applicable)
4. 6-21-02
(Date of Organization)
5. perpetual
(Duration: Year limited liability company will cease to exist or "perpetual")
6. upon filing
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. RealtiCorp
220 N. Main St., Suite 200A, Greenville, SC 29601
(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:
RealtiCorp
220 N. Main St., Suite 200A
Greenville, SC 29601
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: Real Estate Investment

FILED
02 JUN 27 11:12:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA


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.)

Patrick H. Grayson, Jr.

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:

RIF 303, LLC

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

Robert Smith

(Name)

258 Southhall Lane, Suite 130

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

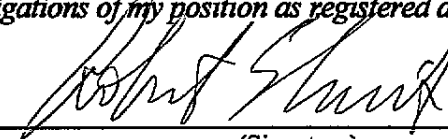
Maitland

FL 32751-7452

City/State/Zip

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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..

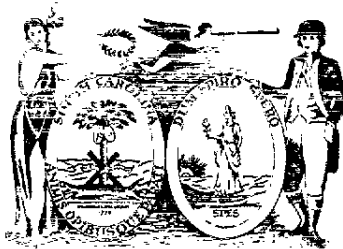


(Signature)

Robert Smith

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

The State of South Carolina



Office of Secretary of State Jim Miles **Certificate of Existence**

I, Jim Miles, Secretary of State of South Carolina Hereby certify that:

RIF 303, LLC, A Limited Liability Company duly organized under the laws of the State of South Carolina on June 21st, 2002, with a duration that is at will, has as of this date filed all reports due this office, including its most recent annual report as required by section 33-44-211, paid all fees, taxes and penalties owed to the Secretary of State, that the Secretary of State has not mailed notice to the company that it is subject to being dissolved by administrative action pursuant to section 33-44-809 of the South Carolina Code, and that the company has not filed articles of termination as of the date hereof.

Given under my Hand and the Great Seal of the State of South Carolina this 22nd day of June, 2002.

A handwritten signature in cursive script that reads "Jim Miles".

Jim Miles, Secretary of State