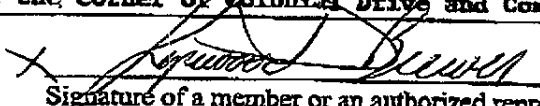


**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

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. STERLING-ORLANDO FL, LLC
(Name of foreign limited liability company)
2. Delaware
(Jurisdiction under the law of which foreign limited liability company is organized)
3. Pending
(FEI number, if applicable)
4. 9-18-2002
(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. c/o Wachovia Development Corporation, 1 Wachovia Center
301 S. College Street, NC-0174, Charlotte, NC 28288
(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:
See attached Schedule A
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: The ownership, holding, operation, leasing, management, financing and disposition of certain real property located at the corner of Colonial Drive and Commerce Boulevard in Orlando, 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.)

Lynwood D. Brewer
Typed or printed name of signee

FILED
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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:

Sterling-Orlando FL, LLC

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

Corporation Service Company
(Name)

1201 Hays Street
Florida street address (P.O. Box **NOT** ACCEPTABLE)

Tallahassee FL 32301
(City/State/Zip)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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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.

Deborah D. Skipper
(Signature)

Deborah D. Skipper
Asst. V. Pres.

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

SCHEDULE A TO APPLICATION FOR AUTHORIZATION
MANAGERS

| NAME: | ADDRESS: |
|-----------------------|--|
| 1. Peter M. Budko | c/o Wachovia Development Corporation, One Wachovia Center, 301 S. College St. N-0174, Charlotte, NC 28288 |
| 2. Lynwood D. Brewer | c/o Wachovia Development Corporation, One Wachovia Center, 301 S. College St. N-0174, Charlotte, NC 28288 |
| 3. Abizar S. Rangwala | c/o Wachovia Development Corporation, One Wachovia Center, 301 S. College St. N-0174, Charlotte, NC 28288 |
| 4. Sandra E. Langs | c/o Giddins, Clamans & Langs, 675 Third Avenue, New York, NY 10017 |
| 5. Paul Giddins | c/o Giddins, Clamans & Langs, 675 Third Avenue, New York, NY 10017 |

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Delaware

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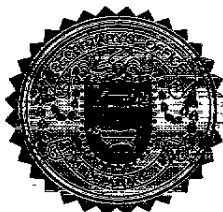
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "STERLING-ORLANDO FL, 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-THIRD DAY OF SEPTEMBER, A.D. 2002.

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

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "STERLING-ORLANDO FL, LLC" WAS FORMED ON THE EIGHTEENTH DAY OF SEPTEMBER, A.D. 2002.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 1997363

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DATE: 09-23-02