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Law Offices DAVID B. MANLEY, III, PC

A Professional Corporation SUITE 800 ONE LAKESIDE COMMONS 990 HAMMOND DRIVE, NE

DAVID B. MANLEY, III

DIRECT: 770-350-1815 EMAIL: DBManley@chb-cmm.com ATLANTA, GEORGIA 30328-5510

TELEPHONE 770-392-0041 FACSIMILE 770-901-9088

MARY STOWELL, PARALEGAL

DIRECT: 770-350-1816

November 14, 2002

VIA FEDERAL EXPRESS

Secretary of State Registration Section Division of Corporations 409 E. Gaines Street Tallahassee, Florida 32399

RE:

Foreign Limited Liability Company Cambridge Realty Partners, LLC

To Whom This Concerns:

I represent Cambridge Realty Partners, LLC, a Georgia corporation, for its corporate matters. My client desires authorization to transact business in Florida. Enclosed with this letter are the following:

Application by Foreign Limited Liability Company

Certificate of Designation of Registered Agent/Registered Office

Certificate of Existence

Check from David B. Manley, III, PC (No. 5312) in the amount of \$125.00 for the file fee involved (drawn on Bank of America, N.A.)

We look forward to receiving your letter of acknowledgement upon registration.

With kind regards, I am

David B. Manley, III

DBMIII/ms

Enclosure

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.	CAMBRIDGE REALTY PARTNERS, LLC					
(Name of foreign limited liability company)						
2.	Georgia 3					
~~~(	(Jurisdiction under the law of which foreign limited liability company is organized)  3. (FEI number, if applicable)					
4.	October 9, 2002  (Date of Organization)  5. October 1, 2999  (Duration: Year limited liability company will cease to exist or "perpetual")					
	Plan to transact business beginning December 1, 2002 (Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.)	<u> </u>				
7.	Suite 110, 6075 Barfield Road	<b>171</b>				
	Atlanta, Fulton County, Georgia 30328	J				
	(Street address of principal office)					
8.	If limited liability company is a manager-managed company, check here					
9.	9. The name and usual business addresses of the managing members or managers are as follows:					
Michael P. Ruskin, Suite 110, 6075 Barfield Road, Atlanta, Georgia 303:						
10.	Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of recording 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 constraint and development.	uction				

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.)

Michael P. Ruskin, General Manager - Sole Member

## 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	he Limited Liability Company is:	
	CAMBRIDGE	REALTY PARTNERS, LLC	
2.	The name and	the Florida street address of the registered agent and office are:	
		Robert F. Greene of Greene & Schermer (Name)	
		Suite 400, 1301 Sixth Avenue, West	
	_	Florida street address (P.O. Box NOT ACCEPTABLE)	
	_	Bradenton FL 34205	
		(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.

(Signature)

ROBERT F. GREENE

\$ 100.00 Filing Fee for Application

\$ 25.00 Designation of Registered Agent

\$ 30.00 Certified Copy (optional)

\$ 5.00 Certificate of Status (optional)

Secretary of State

Corporations Division 315 West Tower #2 Martin Luther King, Jr. Dr. Atlanta, Georgia 30334-1530 CONTROL NUMBER : 0251891
DATE INC/AUTH/FILED: 10/09/2002
JURISDICTION : GEORGIA
PRINT DATE : 10/30/2002

FORM NUMBER : 211

DAVID B. MANLEY, III, PC
DAVID B. MANLEY, III, PC
SUITE 800 ONE LAKESIDE COMMONS 990 HAMMOND DR.,
ATLANTA, GA 30328-5510

#### CERTIFICATE OF EXISTENCE

I, Cathy Cox, the Secretary of State of the State of Georgia, do hereby certify under the seal of my office that as of the above print date

Cambridge realty partners) elc Peorgia Limited Etablity compan

is in compliance with the appricable filing and annual registration provisions of Title 14 of the Official School Georgia Annovated.

Said entity was formed in the jurisdiction allated above or was authorized to transact business in Georgia on the above take and has not filed articles of dissolution, certificate of cancellation or any other similar document with the Office of the Secretary of State.

This certificate relates only to the legs existence of the above-named entity as of the print date above. It does not certify whether or not a notice of intent to dissolve) an application for withdrawal, a statement of commencement of winding up or any other similar document has been filed or is pending with the Secretary of State.

This information is electronically transmitted, issued and certified in accordance with the Georgia Electronic Records and Signatures Act and Title 14 of the Official Code of Georgia Annotated and is prima-facie evidence that said entity is in existence or is authorized to transact business in this state.

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Cathy Cox Secretary of State