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FOREIGN LIMITED LIABILITY COMPANY

WKM Real Estate, LLC

Certificate of Status	0
Certified Copy	0
Page Count	04
Estimated Charge	\$125.00

J. BRYAN III 25 2003

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:

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- 1. WKM Real Estate, LLC (Name of foreign limited liability company)
2. Delaware (Jurisdiction under the law of which foreign limited liability company is organized)
3. applied for (FEI number, if applicable)
4. June 25, 2003 (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. 100 Second Avenue South, Suite 901S St. Petersburg, FL 33701 (Street address of principal office)

- 8. If limited liability company is a manager-managed company, check here [checked]
9. The name and usual business addresses of the managing members or managers are as follows:
Harry Dillon Madonna - 1617 JFK Boulevard, 19th Floor, Philadelphia, PA 19103
Thomas P. Karoleski - 285 Dale Road, Barto, PA 19507
June V. Wyatt - 724 North Governors Avenue, Dover, DE 19904

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

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.) Harry Dillon Madonna Typed or printed name of signee

Delaware

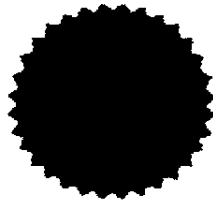
PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "WKM REAL ESTATE, 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-FIFTH DAY OF JULY, A.D. 2003.

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

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Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 2547346

DATE: 07-25-03