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(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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(Business Entity Name)

(Document Number)

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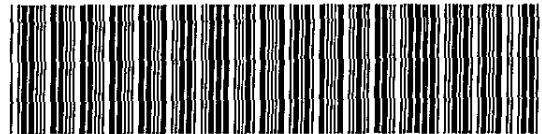
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MO3-21026



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03 AUG 14 AM 8:13

SECONDARY
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

July 24, 2003

CONTINENTAL PROPERTIES COMPANY INC
PO BOX 220
MENOMONEE FALLS, WI 53052

SUBJECT: CONTINENTAL 146 FUND LLC
Ref. Number: W03000021026

03 AUG 14 AM 8:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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We have received your document for CONTINENTAL 146 FUND LLC and your check(s) totaling \$160.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent designated must be an active Florida entity or a foreign entity authorized to transact business in Florida. Please correct the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6097.

Marsha Thomas
Document Specialist

Letter Number: 103A00043038



E-mail
cehrke@cproperties.com

July 18, 2003

VIA FEDERAL EXPRESS

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

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03 AUG 14 AM 8:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RE: Continental 146 Fund LLC, a Wisconsin limited liability company

Dear Sir/Madam:


Enclosed please find the following documents:

1. Original executed Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida;
2. Original executed Certificate of Designation of Registered Agent/Registered Office;
3. Original Good Standing Certificate from the State of Wisconsin Department of Financial Institutions;
4. Check in the amount of \$160.00.

Please process the Application and provide me with a Certified Copy of the registration documents and Certificate of Status.

Should you have any questions, please do not hesitate to contact me.

Sincerely,
CONTINENTAL PROPERTIES COMPANY, INC.


Cynthia A. Lehrke
Paralegal

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:*

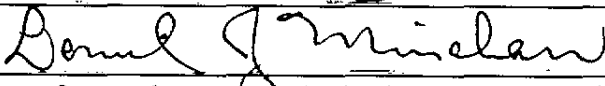
1. Continental 146 Fund LLC
(Name of foreign limited liability company)
2. Wisconsin 3. 75-3077127
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)
4. 8/1/02 5. perpetual
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")
6. 7/24/03
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 10850 West Park Place, Suite 600
Milwaukee, WI 53224
(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:

Continental Properties Company, Inc.
10850 W. Park Place, Suite 600
Milwaukee, WI 53224

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: own, develop and
manage real estate


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.)

Daniel J. Minahan, President of Continental Properties Company, Inc.

Typed or printed name of signee Manager of Continental 146 Fund LLC

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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:

Continental 146 Fund LLC

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

Continental Development Company, Inc.

(Name)

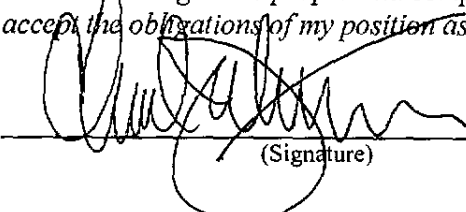
1538 The Greens Way, Suite 105

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

Jacksonville Beach FL 32250

(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)

\$ 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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STATE OF FLORIDA
TALLAHASSEE, FLORIDA

DOM
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United States of America

State of Wisconsin



DEPARTMENT OF FINANCIAL INSTITUTIONS

To All to Whom These Present Shall Come, Greeting:

I, RAY ALLEN, Deputy Administrator, Division of Corporate & Consumer Services, Department of Financial Institutions do hereby certify that

CONTINENTAL 146 FUND LLC

is a domestic limited liability company organized under the laws of this state and that its date of organization is AUGUST 1, 2002.

I further certify that said company has not filed articles of dissolution with this department.



IN TESTIMONY WHEREOF, I have
hereunto set my hand and affixed the official seal
of the Department on July 17, 2003.

A handwritten signature in black ink, appearing to read "Ray Allen".

RAY ALLEN, Deputy Administrator
Division of Corporate & Consumer Services
Department of Financial Institutions

BY: A handwritten signature in black ink, appearing to read "Patricia Weber".