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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

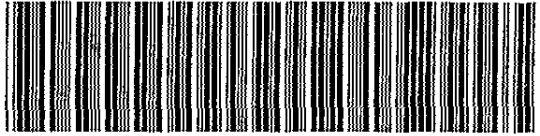
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

J. BRYAN SEP 11 2003



WILLIAMS MULLEN

Direct Dial: 757.473.5436
wchappell@williamsmullen.com

September 8, 2003

File No: 037644.0001

VIA FEDERAL EXPRESS

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

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2003 SEP -9 PM 1:25
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

PLEASE EXPEDITE SERVICE

Re: Formation Properties III, LLC

Dear Sir or Madam:

Please file the enclosed Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida and Certificate of Designation of Registered Agent for the above referenced limited liability company.

Upon filing, please prepare the following:

1. (1) Certified copy of Authorization; and
2. (1) Certificate of Status.

Please forward the acknowledgement of filing, Certified Authorization and Certificate of Status to my attention via Federal Express account #0235-0339-5. A pre-addressed, pre-paid air-bill and envelope are enclosed for your convenience.

I enclose our firm's check in the amount of \$160.00 to defray costs of filing and certification. Should you have any questions, please do not hesitate to contact me.

Sincerely,

Wendy M. Chappell
Corporate Paralegal

Enclosures

cc: Mr. Christopher M. Sertich, Esquire (w/encl.)

Lawrence R. Seigel, Esquire (w/o encl.)

#410441 vl - L - FLSOS - file Qual - FPIII LLC

A Professional Corporation

MICHIGAN • VIRGINIA • WASHINGTON, D.C. • LONDON

222 Central Park Avenue, Suite 1700 Virginia Beach, VA 23462-3035 Tel: 757.499.8800 Fax: 757.473.0395
www.williamsmullen.com

**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 TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. Formation Properties III, LLC
(Name of foreign limited liability company)

2. Delaware 3. Applied for.
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. June 6, 2003 5. Perpetual
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")

6. September 30, 2003
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))

7. 1035 Powers Place
Alpharetta, Georgia 30004
(Street address of principal office)

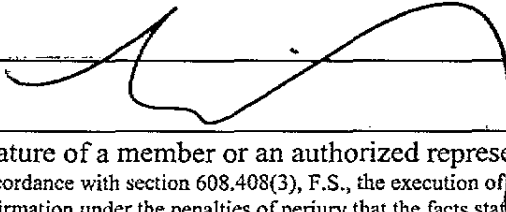
8. If limited liability company is a manager-managed company, check here

9. The name and usual business addresses of the managing members or managers are as follows:

FC Direction III, Inc., Managing Member
1035 Powers Place
Alpharetta, Gerogia 30004

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: To own 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.)

Lawrence R. Siegel, authorized representative

Typed or printed name of signee

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2003 SEP -9 PM 1:25
JULY 2003 INCORPORATIONS
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:

Formation Properties III, LLC

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

C T Corporation System

(Name)

c/o C T Corporation System, 1200 South Pine Island Road

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

Plantation

FL 33324

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..

C T Corporation System


(Signature)

Judith B. Argao
Asst. Secretary & V. President

\$ 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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2003 SEP 19 PM 1:25
CORPORATIONS
TALLAHASSEE, FLORIDA

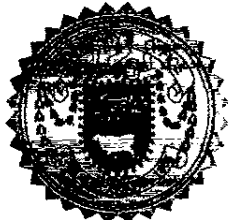
Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "FORMATION PROPERTIES III, 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-EIGHTH DAY OF AUGUST, A.D. 2003.

FILED
2003 SEP - 9 PM 1:26
OFFICE OF CORPORATIONS
TALLAHASSEE, FLORIDA



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

3667398 8300

AUTHENTICATION: 2607219

020554207

DATE: 08-28-03