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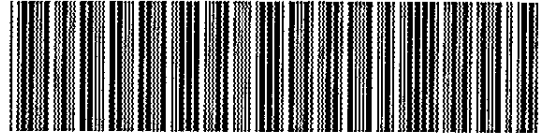
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STATE OF FLORIDA
TALLAHASSEE

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September 26, 2003

FEDERAL EXPRESS

Florida Department of State
Registration Section
409 East Gaines Street
Tallahassee, Florida 32399
Corporations Division

Re: Application by Foreign LLC for Authorization to Transact Business in Florida:
Bell Palms Plaza, LLC

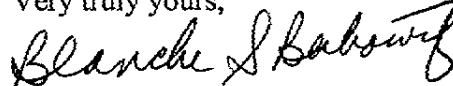
Dear Sir or Madam:

Enclosed please find the above-noted Application to be filed in Florida.

Please file, and return the certified copy to me. I have enclosed a check in the amount of \$155.00 in payment of the filing and certified copy fee.

Please call me if you have any questions concerning this matter. Thank you for your assistance.

Very truly yours,



Blanche S. Berkowitz
Corporate Paralegal

/bsb
Enclosures
cc: Barbara R. Christy

**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. Bell Palms Plaza, LLC
(Name of foreign limited liability company)
2. North Carolina
(Jurisdiction under the law of which foreign limited liability company is organized)
3. _____
(FEI number, if applicable)
4. July 25, 2003
(Date of Organization)
5. perpetual
(Duration: Year limited liability company will cease to exist or "perpetual")
6. approximately October, 2003
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 823 N. Elm Street, # 200, Greensboro, North Carolina 27401-1539

(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:

Steven D. Bell & Company, Manager

823 N. Elm Street, # 200

Greensboro, North Carolina 27401-1539

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: acquire, own and
operate real property

Steven D. Bell & Company, Manager

Edward M. Harrington
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.)

By Edward M. Harrington, President of Manager

Typed or printed name of signee

FILED
03 SEP 29 AM 9:24
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:

Bell Palms Plaza, LLC

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

Steven D. Bell & Company

(Name)

c/o Le Club @ Saga Bay, 8630 SW 212th Street

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

Miami,


FL

33189 AttnSilvia Hernandez

(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.
Steven D. Bell & Company, Manager

By



(Signature)

Edward M. Harrington, President

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



State of North Carolina
Department of The Secretary of State

CERTIFICATE OF EXISTENCE
(Limited Liability Company)

I, ELAINE F. MARSHALL, Secretary of State of the State of North Carolina, do hereby certify that

BELL PALMS PLAZA, LLC

is a limited liability company duly formed under the laws of the State of North Carolina, having been formed on the 25th day of July, 2003, with its period of duration being Perpetual.

I FURTHER certify that the said limited liability company's articles of organization are not suspended for failure to comply with the Revenue Act of the State of North Carolina; that the said limited liability company is not administratively dissolved for failure to comply with the provisions of the North Carolina Limited Liability Company Act; and that the said limited liability company has not filed articles of dissolution as of this date of this certificate.



IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at the City of Raleigh, this 25th day of September, 2003

Elaine F. Marshall
Secretary of State