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TALLAHASSEE, FLORIDA

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TALLAHASSEE, FLORIDA

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October 7, 2003

Florida Department of State
CORPORATIONS DIVISION
Post Office Box 6327
Tallahassee, FL 32314

Re: MIC WF, LLC, a Minnesota limited liability company

TO WHOM IT MAY CONCERN:

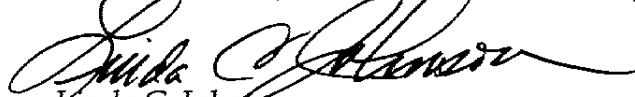
Enclosed is an Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida for the above referenced foreign limited liability company. Also enclosed is a check in the amount of \$130 to cover filing fees in the amount of \$100.00, the cost of Designation of Registered Agent in the amount of \$25.00 and cost for a Certificate of Status in the amount of \$5.00.

If the Application is in order, would you please cause the Certificate of Status to be returned to the attention of the undersigned.

Thank you for your assistance and cooperation.

Very truly yours,

POWELL, CARNEY, GROSS, MALLER & RAMSAY, P.A.


Linda C. Johnson
Corporate Administrator

/lj

Enclosures: a/s

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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 CORPORATION TO TRANSACTION BUSINESS IN THE STATE OF FLORIDA.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. MIC WF, LLC, a Minnesota limited liability company
(Name of foreign limited liability company)
2. Minnesota
(jurisdiction under the law of which foreign limited liability company is organized)
3. 20-0216441
(FEI number, if applicable)
4. September 5, 2003
(Date of organization)
5. Perpetual
(Duration: Year limited liability company will cease to exist or "perpetual")
6. Upon Qualification
(Date first transacted business in Florida. (See Sections 608.501, 608.502 AND 817.155.F.S.))
7. 202 West Superior Street, Suite 321
Duluth, MN 55802
(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:
Mercury Investment Co. IV, a Minnesota corporation
202 W. Superior St., Ste. 321
Duluth, MN 55802
10. Attached is an original certificate of existence, nor 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, hold and
maintain and manage the Waterford Apartments in St. Petersburg, Florida

Abbot G. Apter
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.)

Abbot G. Apter, President

(Typed or printed name of signee)

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

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PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES,
THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATE
STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE
STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

MIC WF, LLC, a Minnesota limited liability company

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

James N. Powell

(Name)

1210 Bank of America Tower, One Progress Plaza

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

St. Petersburg, FL 33701

(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)

State of Minnesota

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SECRETARY OF STATE

OFFICE OF STATE
TREASURY, FLORIDA

CERTIFICATE OF GOOD STANDING

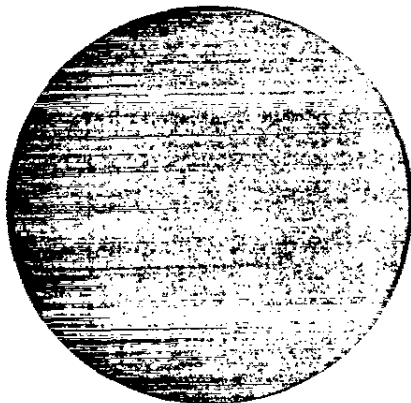
I, Mary Kiffmeyer, Secretary of State of Minnesota, do certify that: the limited liability company listed below is a limited liability company formed or registered to do business under the laws of Minnesota; the limited liability company was formed by filing an application for a certificate of authority with the Office of the Secretary of State on the date listed below; the limited liability company is governed by Chapter 322B of Minnesota Statutes; and this limited liability company is authorized to do business as a limited liability company at the time this certificate is issued.

NAME: MIC WF, LLC

DATE FORMED OR REGISTERED: 09/05/2003

CHARTER NUMBER: 617707-2

This certificate has been issued on: September 24, 2003



Mary Kiffmeyer
Secretary of State.