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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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FOREIGN LIMITED LIABILITY COMPANY

Popular Financial Management, LLC

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

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DIVISION OF CORPORATION

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Handwritten initials and date: 12-9-03

**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 TRANSACTIONS BUSINESS IN THE STATE OF FLORIDA:*

1. Popular Financial Management, LLC  
(Name of foreign limited liability company)

2. Delaware (Jurisdiction under the law of which foreign limited liability company is organized)  
3. 56-2407809 (FEI number, if applicable)

4. October 17, 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.))

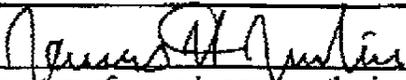
7. 301 Lippincott Drive, Marlton, NJ 08053  
(Street address of principal office)

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:  
Equity One, Inc., Sole Member  
301 Lippincott Drive, Marlton, NJ 08053

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 administer payroll for its affiliates, as well as engage in in any lawful act or activity for which limited liability companies may be formed under the DE Limited Liability Company Act, and engage in any and all activities necessary or incidental to the foregoing.

  
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.)  
Equity One, Inc., Sole Member  
By: James H. Jenkins, Executive Vice President & CFO  
Typed or printed name of signer

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**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:

Popular Financial Management, LLC

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

CT Corporation System  
(Name)

c/o CT Corporation System, 1200 South Pine Island Road  
Florida street address (P.O. Box NOT ACCEPTABLE)

Plantation, FL 33324  
(City/State/Zip)

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*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.*

CT Corporation System

By: Margaret E. Routzahn MARGARET E. ROUTZAHN  
(Signature) Special Assistant Secretary

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

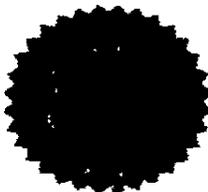
# Delaware

PAGE 1

*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "POPULAR FINANCIAL MANAGEMENT, 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 FOURTH DAY OF DECEMBER, A.D. 2003.

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



*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 2786444

DATE: 12-04-03

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