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SCOGGINS & GOODMAN, P.C.

ATTORNEYS AT LAW

ELOISE S. QUINNELLY 404-420-5714 EQUINNELLY@SGPC.COM 2800 MARQUIS ONE TOWER 245 PEACHTREE CENTER AVENUE, N.E. ATLANTA, GEORGIA 30303 404-659-1000 www.sgpc.com

FAX 404-659-3021

December 30, 2003

VIA U.S. MAIL

Registration Section
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

RE: Application of Grand Pavilion Shopping Center, LLC to Transact Business in Florida

Dear Sir or Madam:

Enclosed please find the following:

- 1. Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida with the original Certificate of Existence of Grand Pavilion Shopping Center, LLC issued by the Georgia Secretary of State on November 18, 2003 attached.
- 2. Certificate of Designation of Registered Agent naming Paul D. Beitlich as registered agent;
- 3. Check made payable to Florida Department of State in the amount of \$130.00 to cover:
 - (a) your filing fee of \$100.00;
 - (b) Designation of Registered Agent fee of \$25,00; and
 - (c) a Certificate of Status fee of \$5.00.

Please file the enclosed Application and return it, together with a Certificate of Status, in the self-addressed, stamped envelope. Thank you, and please call if you have any questions.

Sincerely,

Cluse Quinnelly
Eloise S. Quinnelly
Legal Secretary

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Enclosures

cc: Grand Pavilion Shopping Center, LLC (Via U.S. Mail w/out encls)
Robert F. Goodman, Jr., Esq. (w/out encls)

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.	Grand Pavilion Shopping Center, LLC			
	(Name of foreign limited liability company)			
2.	Georgia 3, 04-3598278			
	(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)			
4.	September 21, 2001 5, 2061			
	(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")			
6.	As of the date of filing			
	(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.)			
7.	11130 State Bridge Road, Suite D-201			
	Alpharetta, Georgia 30022			
	(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:			
	James E. Bridges, 11130 State Bridge Road, Suite D-201, Alpharetta, GA 30022			
	Charles William Kolbrener, 11130 State Bridge Road, Suite D-201, Alpharetta, GA 3002200			
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: Acquisition, development			

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.)

Charles William Kolbrener

Typed or printed name of signee

& sale of real property & the operation & leasing of commercial projects located thereon.

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.

STATEMENT TO DESIGNATE A REGISTER' STATE OF FLORIDA.	ED OFFICE AND REGISTERED AGENT IN THE
The name of the Limited Liability Company	is:
Grand Pavilion Shopping Center, LLC	

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

	(Name)
2033 Main Street	, #500
Florida st	reet address (P.O. Box NOT ACCEPTABLE)
Sarasota	FL 34237
	(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)

Secretary of State

Corporations Division 315 West Tower #2 Martin Luther King, Jr. Dr. Atlanta, Georgia 30334-1530 CONTROL NUMBER : 0142847
DATE INC/AUTH/FILED: 09/21/2001
JURISDICTION : GEORGIA
PRINT DATE : 11/18/2003

FORM NUMBER : 211

SCOGGINS & GOODMAN, P.C. ELOISE QUINNELLY 245 PEACHTREE CENTER AVE., NE, SUITE 2800 ATLANTA, GA 30303-1227

CERTIFICATE OF EXISTENCE

I, Cathy Cox, the Secretary of State of the state of Georgia, do hereby certify under the seal of my office that as of the above print date

GRAND, PAVILION SHOPPING CENTER, LLC A GEORGIA LIMITED LIABILITY COMPANY

is in compliance with the applicable filing and annual registration provisions of Title 14 of the Official Lode of Georgia Annual and

Said entity was formed in the jurisdiction shated above or was authorized to transact business in Georgia on the above table and has not filed articles of dissolution, certificate of Cancellation or any other similar document with the Office of the Secretary of State.

This certificate telates only to the legal existence of the above-named entity as of the print date above. It does not certify whether or not a notice of intent to dissolve, an application for withdrawal, a statement of commencement of winding up or any other similar document has been filed or is pending with the Secretary of State.

This information is electronically transmitted, issued and certified in accordance with the Georgia Electronic Records and Signatures Act and Title 14 of the Official Code of Georgia Annotated and is prima-facie evidence that said entity is in existence or is authorized to transact business in this state.

20031118151806949



Cathy Cox Secretary of State