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1049 **1004-159**

FOREIGN LIMITED LIABILITY COMPANY

HEG BEDNER'S, L.L.C.
Jacksonville,

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Certificate of Status	0
Certified Copy	1
Page Count	03
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1304



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

January 12, 2004

NATIONAL CORPORATE RESEARCH, LTD.

SUBJECT: BEG JACKSONVILLE, L.L.C.
REF: W04000001519

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The name listed in number one of the application must be identical to name listed in the certificate of existence.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

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Trevor Brumbley
Document Specialist

FAX Aud. #: H04000007166
Letter Number: 004A00002004

04 JAN 12 2004
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AND FILED
SECRETARY OF STATE
CORPORATION
PM 3:10

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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. HEG Jacksonville, L.L.C. (Name of foreign limited liability company)

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

4. 11/06/2003 (Date of Organization) 5. Perpetual (Duration: Year limited liability company will cease to exist or "perpetual")

6. Has not yet transacted business in Florida at time of filing (Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))

7. 3060 Peachtree Road, NW Suite 1560 Atlanta GA 30305 (Street address of principal office)

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

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

Highland Equity Group, LLC 3060 Peachtree Road, NW Suite 1560 Atlanta GA 30305

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:

Own and operate commercial real estate and any other purpose permitted under the law

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.)

Highland Equity Group, LLC, Manager by Michael A. Klump, Its member

Typed or printed name of signer

04 JAN 12 AM 8:42 FILED SECRETARY OF STATE ALLIANCE

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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:

HEG Jacksonville, L.L.C.

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

National Corporate Research, Ltd., Inc.

(Name)

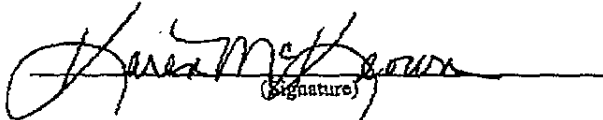
103 N. Meridian Street

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

Tallahassee FL 32301

(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)

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04 JAN 12 AM 8:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Secretary of State
Corporations Division
315 West Tower
#2 Martin Luther King, Jr. Dr.
Atlanta, Georgia 30334-1530

CONTROL NUMBER : 0360833
DATE INC/AUTH/FILED: 11/05/2003
JURISDICTION : GEORGIA
PRINT DATE : 01/12/2004
FORM NUMBER : 211

NATIONAL CORPORATE RESEARCH, LTD.
KAREN MCKEOWN
41 STATE STREET, SUITE 600
ALBANY, NY 12207

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

HEG JACKSONVILLE, L.L.C.
& GEORGIA LIMITED LIABILITY COMPANY

is in compliance with the applicable filing and annual registration provisions of Title 14 of the Official Code of Georgia Annotated.

Said entity was formed in the jurisdiction stated above or was authorized to transact business in Georgia on the above date 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 relates 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.

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Cathy Cox
Secretary of State