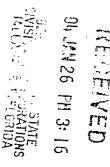
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ACCOUNT NO. : 072100000032

REFERENCE: 409648

AUTHORIZATION

COST LIMIT

ORDER DATE: January 26, 2004

ORDER TIME : 12:38 PM

ORDER NO. : 409648-030

CUSTOMER NO: 4324180

CUSTOMER: Roger Simon, Esq Weil Gotshal & Manges Llp

Suite 100

1501 K Street N.w. Washington, DC 20005

FOREIGN FILINGS

NAME: PARK CENTRAL FIVE LLC

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY

___ PLAIN STAMPED COPY ___ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Darlene Ward -- EXT# 2935

EXAMINER:

4324180

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 LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA: 1 Park Central Five LLC (Name of foreign limited liability company) 2. Delaware (Jurisdiction under the law of which foreign limited liability (FEI number, if applicable) company is organized) Perpetual (Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual") 6. January 20, 2004 (Date first transacted business in Florida (See sections 608.501, 608.502, and 817.155, F.S.) 7. 12765 West Forest Hill Boulevard, Suite 1307 Wellington, Florida 33414 (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: c/o Park Central Holdings LLC 12765 West Forest Hill Boulevard, Suite 1307 Wellington, Florida 33414 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: ownership, management and development of real property 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.)

Typed or printed name of signee

Aaron Guth

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	he Limited Liability Comp	any is:			
Park Central	Five LLC			,	
2. The name and	the Florida street address	of the register	ed agent and office are:		
-	Corporation Service Company (Name)			- *	
1201 Hays Street Florida street address (P.O. Box NOT ACCEPTABLE)					
_	Tallahassee	FL	323.01		
(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.

Allere & Skipper Deborah D. Skipper Asst. V. Pres.

\$ 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 "PARK CENTRAL FIVE 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 TWENTIETH DAY OF JANUARY, A.D. 2004.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "PARK CENTRAL FIVE LLC" WAS FORMED ON THE TWENTIETH DAY OF JANUARY, A.D. 2004.

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



Darriet Smith Hindson Harrier Smith Windson, Secretary of State

AUTHENTICATION: 2878461

DATE: 01-20-04

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