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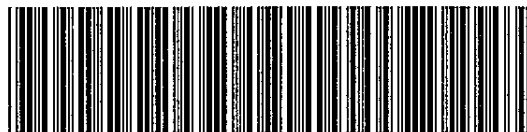
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March 31, 2004

Via Federal Express
Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

Re: UP Investments-Cypress Trace, LLC
UP Investments-Market Square, LLC

Dear Sir or Madam:

Please find enclosed Applications by Foreign Limited Liability Company for Authorization to Transact Business in Florida (the "Applications") prepared for each of the above-referenced Wisconsin domestic limited liability companies.

Attached to each Application please find the following:

- 1) Certification of Designation of Registered Agent/Registered Office;
- 2) Certificate of Status issued by the Wisconsin Department of Financial Institutions on march 24, 2004; and
- 3) Checks made payable to the Florida Department of State in the amount of \$155.00 for the filing fee of the Applications, designations of registered agent and certified copies of the completed filings.

Please return certified copies of the filed Applications to my attention at the address given above.

If you have any questions about the enclosed, please feel free to contact me.

Sincerely,

MICHAEL BEST & FRIEDRICH LLP

Kelly A. Teelin
Paralegal

Enclosures

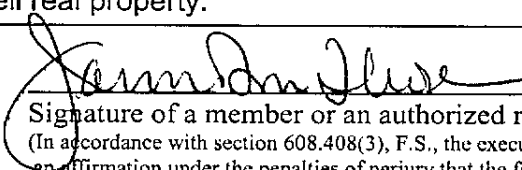
cc: James M. Thorburn
Michael S. Green, Esq.

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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. UP INVESTMENTS-MARKET SQUARE, LLC
(Name of foreign limited liability company)
2. Wisconsin
(Jurisdiction under the law of which foreign limited liability company is organized)
3. _____
(FEI number, if applicable)
4. October 27, 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. 3387 Timber Lane
Verona, WI 53593
(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:
UP Superior, LLC: c/o Scott Fish, 3387 Timber Lane, Verona, WI 53593
Keystone LLC: c/o James M. Thorburn, 11506 Nicholas St., Ste. 200, Omaha, NE 68154
TICO LLC: 13251 Hamilton Street, Omaha, NE 68154
UP-Builder's Square, L.L.C.: c/o John Mountjoy, 3023 South 83rd Plaza, Omaha, NE 68124
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 acquire, manage,
develop and sell 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.)

James M. Thorburn

Typed or printed name of signee

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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:

UP INVESTMENTS-MARKET SQUARE, LLC

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

Brian K. Tunnell

(Name)

6430 Plantation Park Court


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

Fort Myers

FL 33912

(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)

United States of America

State of Wisconsin

DEPARTMENT OF FINANCIAL INSTITUTIONS

Division of Corporate & Consumer Services



To All to Whom These Presents Shall Come, Greeting:

I, RAY ALLEN, Deputy Administrator, Division of Corporate & Consumer Services, Department of Financial Institutions, do hereby certify that;

UP INVESTMENTS - MARKET SQUARE, LLC

is a domestic limited liability company organized under the laws of this state and that its date of organization is October 27, 2003.

I further certify that said company has not filed articles of dissolution with this department.



IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the official seal of the Department on March 24, 2004.

A handwritten signature in black ink, appearing to be 'Ray Allen'.

RAY ALLEN, Deputy Administrator
Division Of Corporate & Consumer Services
Department of Financial Institutions

Effective July 1, 1996, the Department of Financial Institutions assumed the functions previously performed by the Corporations Division of the Secretary of State and is the successor of corporate records formerly held by the Secretary of State.

DFI/Corp/33

To Validate the authenticity of this certificate

Visit this web address: <http://www.wdfi.org/apps/ccs/verify/>

Enter this code: **2525-25E13ED6**