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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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(Business Entity Name)

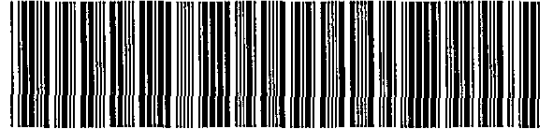
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TALLAHASSEE, FLORIDA

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TALLAHASSEE, FLORIDA

J. BRYAN JUL 28 2004



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032
REFERENCE : 797676 4804484
AUTHORIZATION : *Patricia Pigato*
COST LIMIT : \$ 155.00

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DEPT. OF CORPORATIONS
TALLAHASSEE, FLORIDA

ORDER DATE : July 9, 2004

ORDER TIME : 2:15 PM

ORDER NO. : 797676-030

CUSTOMER NO: 4804484

CUSTOMER: Ms. Rosalie Harrison
Wolf Block Schorr And
22nd Floor
1650 Arch Street
Philadelphia, PA 19103-2097

File 1st

FOREIGN FILINGS

NAME: SECOND JEFF GP LLC

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STATE
DEPT. OF CORPORATIONS
TALLAHASSEE, FLORIDA

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Darlene Ward -- EXT# 2935

EXAMINER: _____

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

**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. SECOND JEFF GP LLC
(Name of Foreign Limited Liability Company)
2. DELAWARE
(Jurisdiction under the law of which foreign limited liability company is organized)
3. _____
(FEI number, if applicable)
4. 12/15/2003
(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, if prior to registration.)
(See sections 608.501 & 608.502 F.S. to determine penalty liability)
7. C/O THE GOODMAN COMPANY
777 S. FLAGLER DRIVE, SUITE 1101, WEST PALM BEACH, FL 33401
(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:

GOODMAN PROPERTIES, INC.

777 S. FLAGLER DRIVE, SUITE 1101, WEST PALM BEACH, FL 33401

By: WILLIAM A. SHEWALTER

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: _____

REAL ESTATE 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.)

Goodman Properties, Inc., Manager

By: William A. Shewalter

Typed or printed name of signee

William A. Shewalter, Vice President

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

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JIMMY J. CORPORACTIONS
TALLAHASSEE, FLORIDA

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:

SECOND JEFF GP LLC

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

WILLIAM A. SHEWALTER

(Name)

777 S. FLAGLER DRIVE, SUITE 1101

Florida Street Address (P.O. Box **NOT** ACCEPTABLE)

WEST PALM BEACH

FL 33401

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, Florida Statutes.

WILLIAM A. SHEWALTER

By: 

(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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#7319 P.002/002

Delaware

PAGE 1

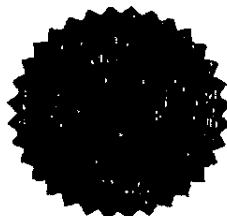
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SECOND JEFF GP 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 TWENTY-FIRST DAY OF JULY, A.D. 2004.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "SECOND JEFF GP LLC" WAS FORMED ON THE FIFTEENTH DAY OF DECEMBER, A.D. 2003.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE BEEN PAID TO DATE.

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3740844 8300

AUTHENTICATION: 3246887

040534731

DATE: 07-21-04