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DIVISION OF CORPORATIONS

FOREIGN LIMITED LIABILITY COMPANY

PPF RTL Woodlands Square, LLC.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

2004 NOV - 1 47

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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. PPF RTL Woodlands Square, LLC  
(Name of foreign limited liability company)
- 2. Delaware  
(Jurisdiction under the law of which foreign limited liability company is organized)
- 3. 20-1750450  
(PE) number, if applicable
- 4. October 6, 2004  
(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 817.165, F.S.))
- 7. 3424 Peachtree Road, NE, Suite 800  
Atlanta, GA 30326-1118  
(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:

PPF Retail, LLC (Managing Member)  
3424 Peachtree Road, NE, Suite 800  
Atlanta, GA 30326-1118

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 own and manage 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.)

Keith M. Wixson, Authorized Person  
Typed or printed name of signer

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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:

PPF RTL Woodlands Square, LLC

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

CT Corporation System

(Name)

c/o CT Corporation System, 1200 South Pine Island Road

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

Plantation,

FL

33324

(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.*

CT Corporation System

**CONNIE BRYAN**

SPECIAL ASSISTANT SECRETARY

By:

*Connie Bryan*

(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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TALLAHASSEE, FLORIDA

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# Delaware

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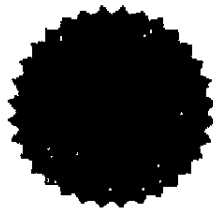
*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PPF RTL WOODLANDS SQUARE, 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-NINTH DAY OF OCTOBER, A.D. 2004.

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

2004 NOV -1 A 8 47  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED



*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 3445605

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DATE: 10-29-04

TOTAL P.04