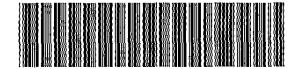
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ACCOUNT NO. : 072100000032

REFERENCE : 301794

STATION WILLS 4305738

AUTHORIZATION :

COST LIMIT : \$ 160.00

ORDER DATE: April 7, 2005

ORDER TIME : 4:14 PM

ORDER NO. : 301794-005

CUSTOMER NO: 4305738

CUSTOMER: Ms. Becky Heath

Hirschler Fleischer

P. O. Box 500

Richmond, VA 23218-0500

FOREIGN FILINGS

NAME: SCI MARKET SQUARE FUND 7, LLC

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX ____ CERTIFIED COPY

__ PLAIN STAMPED COPY

CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Amanda Haddan -- EXT# 2955

EXAMINER:



APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION 100 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:

(Name of Foreign Limited Liability Company) 2. Delaware (Iurisdiction under the law of which foreign limited liability company is organized) 4. March 2.8. 2005 (Date of Organization) 5. Perpetual (Duration: Year limited liability company will cease to exist or "perpetual") 6. Date first transacted business in Florida. If prior to registration.) (See sections 608.501 & 608.502 F.S. to determine penalty liability) 7. 11620 Wilshire Boulevard, Suite 300 Los Angeles, California 90025 (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: Karen Sue Weiss Lifetime Trust dated 6/4/92 2772 E. Jacaranda Road, Palm Springs, CA 92264 10. Attacked is an original cerificate of existence, no more than 90 days old, duly authenticated by the official having custody of reconting in 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 each of the translation must be submitted) 11. Nature of business or purposes to be conducted or promoted in Florida: real estate investment Signature of a refember or an authorized representative of a member. (In accordance with section 608.40(3), F.S., the execution of this document constitutes	1.	SCI Market Square Fund 7, LLC
[Jurisdiction under the law of which foreign limited liability company is organized.] 4. March 28 2005 (Date of Organization) 5. Perpetual (Duration: Year limited liability company will cease to exist or "perpetual") 6. (Date first transacted business in Florida, if prior to registration.) (See sections 608.501 & 608.502 F.S. to determine penalty liability) 7. 11620 Wilshire Boulevard. Suite 300 Los Angeles, California 90025 (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: Karen Sue Weiss Lifetime Trust dated 6/4/92 2772 E. Jacaranda Road, Palm Springs, CA 92264 10. Attacked is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of reconficial market to 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 each of the translator must be submitted.) 11. Nature of business or purposes to be conducted or promoted in Florida: real estate investment Signature of a njember or an authorized representative of a member. (In accordance with section 608.408(3), F.S., the execution of this document constitutes		(Name of Foreign Limited Liability Company)
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(m. cooperation (1202 prompts operation) and meaning a		Signature of a member or an authorized representative of a member.
an affirmation under the penalties of perjury that the facts stated herein are true.) Rehecca S. Heath		an affirmation under the penalties of perjury that the facts stated herein are true.)

Typed or printed name of signee

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:						
SCIN	larket Square Fund 7, LL	C				
2. The name	and the Florida street addre	ess of the registered agent and office are:				
	Corporation Service Company					
	<u></u>	(Name)				
1201 Hays Street						
Florida Street Address (P.O. Box NOT ACCEPTABLE)						
	Tallahassee	FL 32301				
City/State/Zip						
liability comp agent and ag relating to the obligations of	oany at the place designated ree to act in this capacity. Ij e proper and complete perfoi	nd to accept service of process for the above in this certificate, I hereby accept the appoint further agree to comply with the provisions of the function of the provisions of the provided for in Chapter 608, Florida PALL Deborah D. Skipper Asst. V. Pres.	tment as registered f all statutes ınd accept the			

\$ 100.00 Filing Fee for Application
\$ 25.00 Designation of Registered Agent
\$ 30.00 Certified Copy (optional)
\$ 5.90 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 "SCI MARKET SQUARE FUND 7, ILC" 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-EIGHTH DAY OF MARCH, A.D. 2005.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "SCI MARKET SQUARE FUND 7, LLC" WAS FORMED ON THE TWENTY-EIGHTH DAY OF MARCH, A.D. 2005.

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

Warriet Smith Hindson

Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 3771434

DATE: 03-28-05