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SECHETARY OF STATE





ACCOUNT NO. : 072100000032

REFERENCE : 340825

AUTHORIZATION

COST LIMIT : \$ 160.00

ORDER DATE: April 27, 2005

ORDER TIME: 9:12 AM

ORDER NO. : 340825-005

CUSTOMER NO: 7281009

CUSTOMER: Sam Arena

Wallack, Somers & Haas, P.c.

Suite 1500

1 Indiana Square

Indianapolis, IN 46204

FOREIGN FILINGS

NAME: PRP FLORIDA, LLC

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

_ CERTIFIED COPY

_ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Heather Chapman -- EXT# 2908

EXAMINER:



APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

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. PRP Florida, LLC (Name of Foreign Limited Liability Company)
2. That and (Jurisdiction under the law of which foreign limited liability company is organized) 3. 20-2732749 (FEI number, if applicable)
4. April 13, 2005 (Date of Organization) 5. perpetual (Duration: Year limited liability company will cease to exist or "perpetual")
6. N/A (Date first transacted business in Florida, if prior to registration.) (See sections 608.501 & 608.502 F.S. to determine penalty liability)
7. 30 South Meridian Street, Suite 1100, Indianapolis, Indiana
Attn: Paul W. Kite (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:
Paul W. Kite - 30 South Meridian Street, Suite 1100, Indianapolis, IN 4620
Bryan Chandler and Jeffrey Gould - c/o Eclipse Real Estate
600 E. 96th Street, Suite 590, Indianapolis, Indiana 46240
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: the acquisition,
disposition, development, management, leasing, etc. of real estate

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.)

George W. Somers, as attorney-in-fact
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:	
PRP Florida, LLC	-
2. The name and the Florida street address of the registered agent and office are:	
Corporation Service Company	
(Name)	,
Florida Street Address (P.O. Box NOT ACCEPTABLE)	· •• • • •
Tallahassee FL 32301 City/State/Zip	- <u>:</u> -

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.

By: Tation Service Company

By: Tation Famel - Arthorized Representative

(Signature)

\$ 100.00 Filing Fee for Application \$ 25.00 Designation of Registered Agent \$ 30.00 Certified Copy (optional) \$ 5.00 Certificate of Status (optional)

STATE OF INDIANA OFFICE OF THE SECRETARY OF STATE CERTIFICATE OF EXISTENCE

To Whom These Presents Come, Greeting:

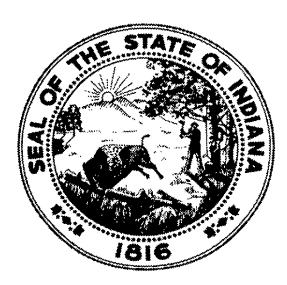
I, TODD ROKITA, Secretary of State of Indiana, do hereby certify that I am, by virtue of the laws of the State of Indiana, the custodian of the corporate records and the proper official to execute this certificate.

I further certify that records of this office disclose that

PRP FLORIDA, LLC

duly filed the requisite documents to commence business activities under the laws of the State of Indiana on April 13, 2005, and was in existence or authorized to transact business in the State of Indiana on April 15, 2005.

I further certify this Domestic Limited Liability Company (LLC) has filed its most recent report required by Indiana law with the Secretary of State, or is not yet required to file such report, and that no notice of withdrawal, dissolution or expiration has been filed or taken place.



In Witness Whereof, I have hereunto set my hand and affixed the seal of the State of Indiana, at the City of Indianapolis, this Fifteenth Day of April, 2005.

TODD ROKITA, Secretary of State