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TALLAHASSEE, FLORIDA
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CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032
REFERENCE : 341957 4348715
AUTHORIZATION : *Patricia Pizito*
COST LIMIT : \$ 125.00

ORDER DATE : April 28, 2005
ORDER TIME : 11:51 AM
ORDER NO. : 341957-010
CUSTOMER NO: 4348715
CUSTOMER: Wayne M. Lopkin, Esq.
Wayne M. Lopkin Llc
295 Madison Avenue
38th Floor
New York, NY 10017-6304

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FOREIGN FILINGS

NAME: P VI MAGNOLIA GROVE LLC

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Amanda Haddan -- EXT# 2955

EXAMINER: _____

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

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACTION BUSINESS IN THE STATE OF FLORIDA:

1. P VI Magnolia Grove LLC
(Name of foreign limited liability company)
2. Delaware
(Jurisdiction under the law of which foreign limited liability company is organized)
3. applied for
(FBI number, if applicable)
4. April 25, 2005
(Date of Organization)
5. Perpetual
(Duration: Year limited liability company will cease to exist or "perpetual")
6. Upon filing
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. c/o The Praedium Group LLC, 825 Third Avenue, 36th Floor, New York, New York 10022

(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:

The Praedium Fund VI, L.P., 825 Third Avenue, 36th Floor, New York, New York 10022

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: Direct or indirect

Real Estate Investment

Wayne M. Lopkin
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.)

Wayne M. Lopkin, Authorized Representative
Typed or printed name of signee

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CLERK OF THE
STATE OF FLORIDA

**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:

P VI Magnolia Grove LLC

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

Corporation Service Company
(Name)

1201 Hays Street
Florida street address (P.O. Box **NOT** ACCEPTABLE)

Tallahassee FL 32301
(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.

Cynthia L. Harris **Cynthia L. Harris**
(Signature) **as its agent**

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

Delaware

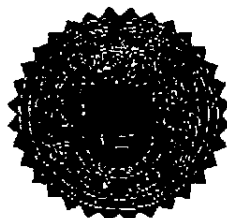
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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "P VI MAGNOLIA GROVE 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-EIGHTH DAY OF APRIL, A.D. 2005.

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

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "P VI MAGNOLIA GROVE LLC" WAS FORMED ON THE TWENTY-FIFTH DAY OF APRIL, A.D. 2005.



3959860 8300

050342657

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3843054

DATE: 04-28-05