

MAY. 24. 2005 3:31PM
Division of Corporations

GREENBERG TRAURIG

NO. 935 Pg. 1 of 1

M05000002794

Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850)205-0383

From:

Account Name : GREENBERG TRAURIG (ORLANDO)
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Phone : (407)418-2435
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DIVISION OF CORPORATIONS

FOREIGN LIMITED LIABILITY COMPANY

TALL Holdings LLC

| | |
|-----------------------|----------|
| Certificate of Status | 1 |
| Certified Copy | 1 |
| Page Count | 03 |
| Estimated Charge | \$160.00 |

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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. TALL Holdings LLC
(Name of foreign limited liability company)

2. Delaware
(Jurisdiction under the law of which foreign limited
liability company is organized)

3. Applied For
(FEI number, if applicable)

4. May 17, 2005
(Date of Organization)

5. December 31, 2064
(Duration: Year limited liability company will cease
to exist or "perpetual")

6. Upon Acceptance
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))

7. c/o Capital Partners, Inc., One Independent Center Drive, Suite 114
Jacksonville, Florida 32202
(Street address of principle office)

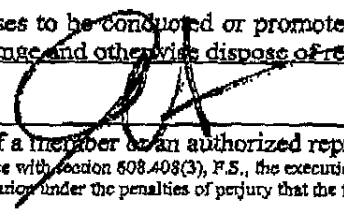
8. If limited liability company is a manger-managed company, check here ☐

9. The name and usual business addresses of the managing members or managers are as follows:

TALL Holdings Owner LLC
c/o Capital Partners, Inc.
One Independent Center Drive, Suite 114
Jacksonville, Florida 32202

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: Acquire, hold, operate, manage, finance, develop, lease, sell, exchange and otherwise dispose of real estate located in Florida.


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.)

Russell P. Hintze
Typed or printed name of signee

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**CERTIFICATE OF DESIGNATION OF
REGISTER 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 Limited Liability Company is:

101 NMS TALL Manager LLC

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

NRAI Services, Inc.
(Name)

2731 Executive Park Drive, Suite 4
Florida street address (P.O. Box NOT ACCEPTABLE)

Weston, FL 33331
(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.

Mary Parus
(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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GREENBERG TRAURIG

NO. 935 P. 4

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Delaware

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The First State

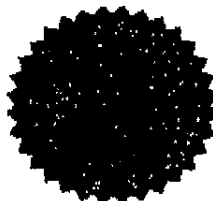
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "TALL HOLDINGS LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE NINETEENTH DAY OF MAY, A.D. 2005.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "TALL HOLDINGS LLC" WAS FORMED ON THE SEVENTEENTH DAY OF MAY, A.D. 2005.

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

3971143 8300

050412051



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 5890842

DATE H050001311063