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FOREIGN LIMITED LIABILITY COMPANY

Carillon North Mezz LLC

Certificate of Status	1
Certified Copy	1
Page Count	01
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**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 transact business in the State of Florida:

1. The name of the limited liability company is: **CARILLON NORTH MEZZ LLC**
2. The limited liability company was incorporated under the laws of the State of Delaware on **June 3, 2005.**
3. The date the limited liability company first transacted business in Florida was on **June 3, 2005.**
4. The duration of the limited liability company is perpetual.
5. The mailing address of the limited liability company is: **400 Arthur Godfrey Road, Miami Beach, Florida 33140**
6. The purpose of the limited liability company is to engage in any lawful act or activity for which limited liability companies may be organized under the State of Delaware and as permitted in the State of Florida.
7. The name and address of the registered agent and registered office of the limited liability company in the State of Florida is:

Registered Agents of Florida, LLC
100 Southeast Second Street, Suite 2900
Miami, Florida 33131-2130

8. Having been named as registered agent to accept service of process for the above stated limited liability company at the place designated in this application, 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.

REGISTERED AGENTS OF FLORIDA, LLC

By: Howard J. Vogel, Vice President

9. Attached is a certificate of good standing duly authenticated not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State of Delaware.
10. Names and Addresses of Managing Members/Managers of the limited liability company:

Name	Title	Address
Carillon North Holdco LLC	Managing Member	400 Arthur Godfrey Road Miami Beach, Florida 33140

IN WITNESS WHEREOF, the undersigned member has duly executed this application this 2 day of June, 2005.

CARILLON NORTH HOLDCO LLC

By: Eric Sheppard
Name: Eric Sheppard
Title: Authorized Representative

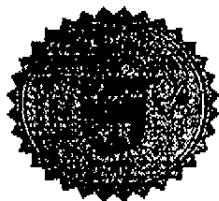
Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CARILLON NORTH MEZZ 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 SIXTH DAY OF JUNE, A.D. 2005.

2005 JUN -8 AM 9:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



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Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3927055

DATE: 06-06-05