

06/13/2005 13:07 FAX 3057893490

Division of Corporations

STEARNS WEAVER MILLER

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Account Name : STEARNS WEAVER MILLER, ET AL.
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Phone : (305) 789-3200
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FOREIGN LIMITED LIABILITY COMPANY

FMP Tallahassee LLC

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STEARNS WEAVER MILLER
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002/007
Florida Dept of State



FLORIDA DEPARTMENT OF STATE
Glenda H. Hood
Secretary of State

June 13, 2005

STEARNS WEAVER MILLER

SUBJECT: FMP TALLAHASSEE LLC
REF: W05000028991

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

The designation of the registered office and the registered agent, both at the same Florida street address, must be contained within the document pursuant to Florida Statutes. The registered agent must sign accepting the designation as required by Florida Statutes.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

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Tammi Cline
Document Specialist

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Division of Corporations - P.O. BOX 6827 - Tallahassee, Florida 32314

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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. The name of the limited liability company: FMP Tallahassee LLC
2. Jurisdiction under the law of which the foreign limited liability company was formed: Delaware
3. Federal identification number: 20-2710183
4. Date of organization: April 20, 2005.
5. Duration: perpetual
6. The limited liability company will commence transacting business upon the filing of this Application with the Florida Department of State.
7. Street address of the limited liability company's principal office: 3225 North Central Avenue, Suite 1205, Phoenix, Arizona 85012.
8. If limited liability company is a manager-managed company, check here **X**
9. The names and usual business addresses of the managers are as follows:

Lawrence Feldman 1010 Northern Boulevard, Suite 314
Great Neck, New York 11021

James Bourg 3225 North Central Avenue, Suite 1205
Phoenix, Arizona 85012

Scott Jensen 3225 North Central Avenue, Suite 1205
Phoenix, Arizona 85012

Thomas Wirth 1010 Northern Boulevard, Suite 314
Great Neck, New York 11021

Jeffrey Erhart 3225 North Central Avenue, Suite 1205
Phoenix, Arizona 85012

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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: Any all lawful business for which limited liability company may be organized in the State of Florida.

FMP TALLAHASSEE LLC a Delaware limited
Liability company

By: 
Name: Richard E. Deutch, Jr.
Title: _____

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT AND REGISTERED OFFICE OF
FMP TALLAHASSEE LLC**

Pursuant to the provisions of Section 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.

2. The name of the limited liability company is FMP Tallahassee LLC.
2. The name and Florida street address of the registered agent and registered office are CT Corporation System, 1200 South Pine Island Road, Plantation, Florida 33324.

Dated: June 13, 2005


Richard E. Denich,
Authorized Representative of Members

REGISTERED AGENT'S ACCEPTANCE

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, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and the undersigned is familiar with and accepts the obligations of its position as registered agent as provided for in Chapter 608, Florida Statutes.


CT CORPORATION SYSTEM

Name: PETER F. SOUZA
Title: ASSISTANT SECRETARY

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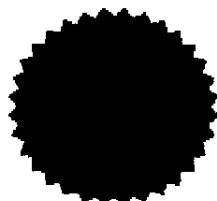
Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "FMP TALLAHASSEE 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 TWENTIETH DAY OF APRIL, A.D. 2005.

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



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3824623

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DATE: 04-20-05