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SARASOTA, FLORIDA 34236
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PLEASE REPLY TO: TALLAHASSEE

July 13, 1998

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***346.25 ***346.25

Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

RE: **Qualification of P&P MHC Estates GP, LLC**
Qualification of P&P GP Manager, Inc.

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RECEIVED
98 JUL 13 PM 2:11
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Dear Sir or Madam:

The enclosed "Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida", "Certificate of Existence", and check in the amount of \$346.25 are submitted to register the above referenced foreign limited liability company to transact business in Florida. Please call me at 521-0890 when the certified copy and the certificate of status are available for pick-up.

Thank you very much for your assistance.

Sincerely,

Susan Avellone
Susan Avellone

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUL 13 PM 2:24

/sa

Enc.

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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. P+P MHC ESTATES GP, LLC
(Name of foreign limited liability company must end with the words "limited company" or their abbreviation "L.C." if not so contained in the name at present.)
2. MICHIGAN
(Jurisdiction under the law of which foreign limited liability company is organized)
3. _____
(FEI number, if applicable)
4. JULY 2, 1998
(Date of Organization)
5. PERPETUAL
(Duration: Year limited liability company will cease to exist or "perpetual")
6. UPON QUALIFICATION
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 31550 NORTHWESTERN HIGHWAY, SUITE 110
FARMINGTON HILLS, MICHIGAN 48334
(Street address of principal office)

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 DIVISION OF CORPORATIONS
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8. List name, title, and business address of each managing member[MGRM] or manager[MGR] who will manage the foreign limited liability company in Florida: (attach additional page if necessary)

NAME & ADDRESS:	TITLE:	NAME & ADDRESS:	TITLE:
<u>ROSS H. PARTRICH</u>	<u>MGRM</u>	_____	_____
<u>P.O. BOX 339695</u>		_____	
<u>FARMINGTON HILLS, MI</u>		_____	
<u>48333</u>		_____	
_____		_____	
_____		_____	
_____		_____	
_____		_____	

9. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the Secretary of State or the proper official having custody of records in the state 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.)

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN
LIMITED LIABILITY COMPANY**

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The undersigned member or authorized representative of a member of _____


P+P MHC ESTATES GP, LLC certifies: _____

- 1) the above named limited liability company has at least two members;

- 2) the total amount of cash contributed by the member(s) is \$ -0-;

- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ -0-;
(A description of the property is attached and made a part hereto.)
and

- 4) the total amount of cash and property contributed and anticipated to be contributed
by member(s) is \$ -0-.
(This total includes amounts from 2 and 3 above.)



Signature of a member or an authorized representative of a member.
(In accordance with section 608.408(3), Florida Statutes, the execution of this
affidavit constitutes an affirmation under the penalties of perjury that the facts
stated herein are true.)

DAVID D. EASTMAN

Typed or printed name of signee

Filing Fee: \$250.00 for Application and Affidavit

**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.

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1. The name of the Limited Liability Company is:

P+P MHC ESTATES GP, LLC

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

DAVID D. EASTMAN
(Name)

101 SOUTH MONROE STREET
Florida street address (P.O. Box **NOT** ACCEPTABLE)

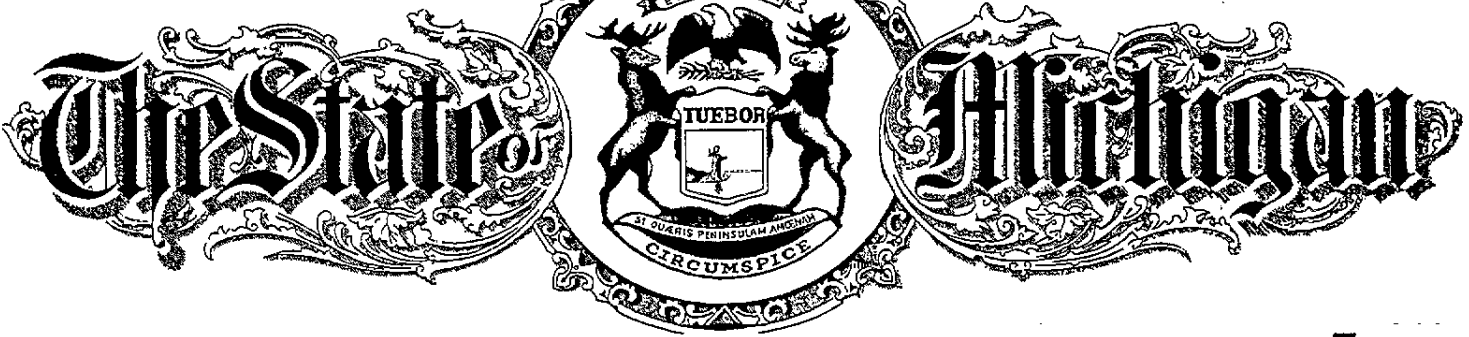
TALLAHASSEE FL 32301
City/State/Zip

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.


(Signature)

Filing Fee: \$ 35 for Designation of Registered Agent

UNITED STATES OF AMERICA



Michigan Department of Consumer and Industry Services

Lansing, Michigan

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DIVISION OF CORPORATIONS
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This is to Certify That

Articles of Organization were filed in this office on July 2, 1998, for P&P MHC ESTATES GP, LLC, a Michigan limited liability company.

I FURTHER CERTIFY that the Articles are in full force and effect as of this date, and a Certificate of Dissolution has not been filed.

This certificate is in due form, made by me as the proper officer, and is entitled to have full faith and credit given it in every court and office within the United States.

In testimony whereof, I have hereunto set my hand and affixed the Seal of the Department, in the City of Lansing, this 2nd day of July, 1998.

*Julie Croll, Director
Corporation, Securities and Land Development Bureau*