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TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATION

FOREIGN LIMITED LIABILITY COMPANY

Freezestore Medley 113 LIC

Certificate of Status	1
Certified Copy	1
Page Count	06
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Electronic Filing Menu

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J. BRYAN JUL 12 2005

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Freezers Modley 113 LLC
(Name of Limited Liability Company)

The enclosed "Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida," Certificate of Existence, and check are submitted to register the above referenced foreign limited liability company to transact business in Florida..

Please return all correspondence concerning this matter to the following:

Angela Brandenstein
(Name of Person)

GMAC Commercial Holding Capital Corp.
(Firm/Company)

1801 California Street, Suite 3700
(Address)

Denver, CO 80202
(City/State and Zip Code)

For further information concerning this matter, please call:

Angela Brandenstein at (303) 294-3205
(Name of Person) (Area Code & Daytime Telephone Number)

STREET ADDRESS:
Registration Section
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

MAILING ADDRESS:
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Enclosed is a check for the following amount:

- \$125.00 Filing Fee
- \$130.00 Filing Fee & Certificate of Status
- \$155.00 Filing Fee & Certified Copy
- \$160.00 Filing Fee, Certificate of Status & Certified Copy

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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:

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TALLAHASSEE, FLORIDA
STATE OF FLORIDA
DEPARTMENT OF REVENUE

1. Freezestore Madley 113 LLC
(Name of Foreign Limited Liability Company)

2. Delaware 3. 20-3068834
(Jurisdiction under the law of which foreign limited liability company is organized) (FBI number, if applicable)

4. 06/28/03 5. Perpetual
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")

6. _____
(Date first transacted business in Florida, if prior to registration.)
(See sections 608.301 & 608.502 F.S. to determine penalty liability)

7. 1801 California St., Ste. 2700
Denver, CO 80202
(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:
See Attached List

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: _____
Real Estate Holding Company

David Cheung
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.)
David Cheung; Authorized Person

Typed or printed name of signer

2005 Managing Members
Freezestore Medley 113

<u>Name</u>	<u>Title</u>	<u>Business Address</u>
Conrad Suszynski	President; Director	1801 California St., Ste. 3700 Denver, CO 80202
Patrick Pearson	Vice President	14256 209 Avenue NE Woodinville, WA 98077
Gregg Fields	Vice President	2222 Avenue of the Stars, Ste. 1802 Los Angeles, CA 90067
Bill Lawrence	Vice President	1801 California St., Ste. 3700 Denver, CO 80202
Patti Unti	Vice President	1801 California St., Ste. 3700 Denver, CO 80202
Gene Parsinger	VP; Treasurer; Asst. Secretary; CFO	1801 California St., Ste. 3700 Denver, CO 80202
David Cheung	VP; Secretary; Asst. Treasurer	1801 California St., Ste. 3700 Denver, CO 80202
David C. Smith	Director	1801 California St., Ste. 3700 Denver, CO 80202

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TALLAHASSEE, 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.

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

1. The name of the Limited Liability Company is:

Freezestore Medley 113 LLC

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

CT Corporation System

(Name)

1200 South Pine Island Road

Florida Street Address (P.O. Box NOT ACCEPTABLE)

Plantation

FL

33324

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, Florida Statutes.

CT Corporation System

By: Hledi M. Liesch
(Signature)

Hledi Liesch
Assistant Secretary

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

Delaware

PAGE 1

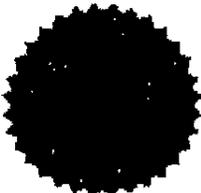
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "FREEZESTORE MEDLEY 113 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 EIGHTH DAY OF JULY, 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 "FREEZESTORE MEDLEY 113 LLC" WAS FORMED ON THE TWENTY-EIGHTH DAY OF JUNE, A.D. 2005.

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TALLAHASSEE, FLORIDA



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 4008880

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DATE: 07-08-05