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FOREIGN LIMITED LIABILITY COMPANY

CRP Heathrow Park Land LLC

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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. [illegible] LLC
(Name of Foreign Limited Liability Company)

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

3. ____________________
(FEI number, if applicable)

4. 10/28/05
(Date of Organization)

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

6. ____________________
(Date first transacted business in Florida, if prior to registration.)
(See sections 608.501 & 608.502 F.S. to determine penalty liability)

7. 1001 Hingham Street, Suite 300
Rockland, MA 02370
(Street Address of Principal Office)

8. If limited liability company is a manager-managed company, check here [X]

9. List name and business addresses of the managing members or managers as follows:

Colonial Properties Services, Inc.
2101 Sixth Ave North, Suite 750
Birmingham, AL 35203

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 Ownership

[signature]

(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.)

[illegible]
(Typed or printed name of signee)

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 605.0141 and 605.0150, 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 the Limited Liability Company is:

(CREL Centennial Park, Land, LLC)

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

(CSC Corporation System)

(Name)

(1201 Hays Street, Tallahassee, Florida 32301)

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

(Tallahassee, FL 32301)

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 605, Florida Statutes.

BY: (CSC Corporation System)

(Signature)

$[illegible] 30.00 Filing Fee & applicable taxes
$[illegible] 25.00 Designation of Registered Agent
$[illegible] 83.00 Certified Copy (optional)
$[illegible] 8.50 Certificate of Status (optional)

Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "[illegible]" 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 TWENTY-NINTH DAY OF APRIL, A.D. 2005.

[illegible]

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3908833

DATE: 04-29-05