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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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(Business Entity Name)

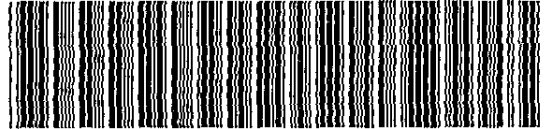
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 529313 4804484

AUTHORIZATION : *Patricia Pizute*

COST LIMIT : \$ 125.00

FILE
05 AUG -9 PM 4:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : August 8, 2005

ORDER TIME : 2:20 PM

ORDER NO. : 529313-005

CUSTOMER NO: 4804484

CUSTOMER: Ms. Rosalie Harrison
Wolf Block Schorr And
22nd Floor
1650 Arch Street
Philadelphia, PA 19103-2097

FOREIGN FILINGS

NAME: ESPLANADE GP LLC

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Darlene Ward -- EXT# 2935

EXAMINER: _____

**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 TRANSACTIONS BUSINESS IN THE STATE OF FLORIDA:

1. Esplanade GP LLC
(Name of Foreign Limited Liability Company)
2. Delaware
(Jurisdiction under the law of which foreign limited liability company is organized)
3. _____
(FBI number, if applicable)
4. 7-18-05
(Date of Organization)
5. Perpetual
(Duration: Year limited liability company will cease to exist or "perpetual")
6. Open Filing
(Date first transacted business in Florida, if prior to registration.)
(See sections 608.501 & 608.502 F.S. to determine penalty liability)
7. c/o The Goodman Company
777 South Flagler Drive, Suite 1101E, West Palm Beach, FL 33401
(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:
Goodman Properties Inc.
777 South Flagler Drive, West Palm Beach, FL 33401
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 each of the translator must be submitted.)
11. Nature of business or purposes to be conducted or promoted in Florida: _____
To manage a real estate partnership

William A. Shawalter

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.)
William A. Shawalter, V.P.

Typed or printed name of signee

FILED
05 AUG -9 PM 4:16
SECRETARY OF STATE
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.

1. The name of the Limited Liability Company is:

Esplanade GP LLC

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

William H. Shewalter c/o The Goodman Company

(Name)

777 South Flagler Drive

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

West Palm Beach

FL 33401

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.

BY: William H. Shewalter, v.c.
(Signature)

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

Delaware

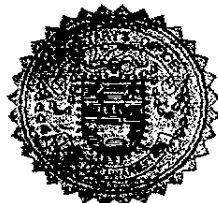
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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ESPLANADE GP 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 NINTH DAY OF AUGUST, A.D. 2005.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "ESPLANADE GP LLC" WAS FORMED ON THE EIGHTEENTH DAY OF JULY, A.D. 2005.

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



4001354 8300

050654320

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4078591

DATE: 08-09-05