

M05000004969

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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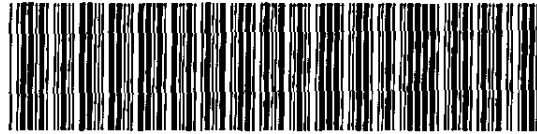
(Business Entity Name)

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CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 585381 4327297

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : September 8, 2005

ORDER TIME : 11:41 AM

ORDER NO. : 585381-005

CUSTOMER NO: 4327297

CUSTOMER: Anne-Marie Myers, L.A.
Balch & Bingham LLP
Suite 2600
P. O. Box 306
Birmingham, AL 35201-0306

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TALAHASSEE, FLORIDA

FOREIGN FILINGS

NAME: IBP TAMPA, 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: Susie Knight -- EXT# 2956

EXAMINER: _____



BALCH & BINGHAM LLP

Alabama • Georgia • Mississippi • Washington, DC

Attorneys and Counselors
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P.O. Box 306 (35201-0306)
Birmingham, Alabama 35203-2628
(205) 251-8100
(205) 226-8799 Fax
www.balch.com

September 7, 2005

Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

Re: Application for Authority to Transact Business

Dear Sir or Madame:

Delivered herewith is the Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida for IBP Tampa, LLC accompanied by a Certificate of Existence from the State of Delaware. I have included a check payable to the Department of State of \$125.00 for the filing fees incurred. Please file upon receipt returning evidence of filing to the attention of the undersigned at the following address:

Anne-Marie Myers
Balch & Bingham LLP
P.O. Box 306
Birmingham, Alabama 35201

If you have any questions or any additional fees are due, please do not hesitate to call me at (205) 488-5484. Thank you in advance for your assistance in this matter.

Yours truly,

Anne-Marie Myers
Legal Assistant

Enclosures

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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:

1. IBP Tampa, LLC
(Name of Foreign Limited Liability Company)

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

3. 20-3363615
(FEI number, if applicable)

4. August 25, 2005
(Date of Organization)

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

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

7. One Riverchase Parkway South
Birmingham, Alabama 35244
(Street Address of Principal Office)

8. If limited liability company is a manager-managed company, check here ☐

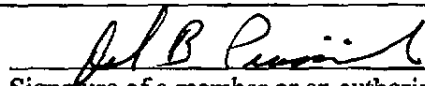
9. The name and usual business addresses of the managing members or managers are as follows:

Harbert Real Estate Fund III, LLC
One Riverchase Parkway South, Birmingham, Alabama 35244

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:

Directly and/or indirectly own real estate


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.)

Joel B. Piassick, Executive Vice President

Typed or printed name of signee

✓ By: Harbert Real Estate Fund III, LLC

By: Harbert Real Estate III MM, LLC, its managing member

**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:

IBP Tampa, LLC

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

Corporation Service Company

(Name)

1201 Hays 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 as provided for in Chapter 608, Florida Statutes.

Corporation Service Company

By: Cynthia L. Harris

(Signature)

Cynthia L. Harris
as its agent

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

Delaware

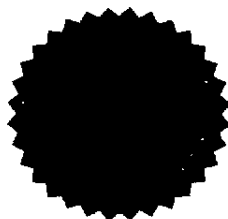
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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "IBP TAMPA, 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 THIRTIETH DAY OF AUGUST, A.D. 2005.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "IBP TAMPA, LLC" WAS FORMED ON THE TWENTY-FIFTH DAY OF AUGUST, A.D. 2005.

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



4020788 8300

050714902

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4125377

DATE: 08-30-05