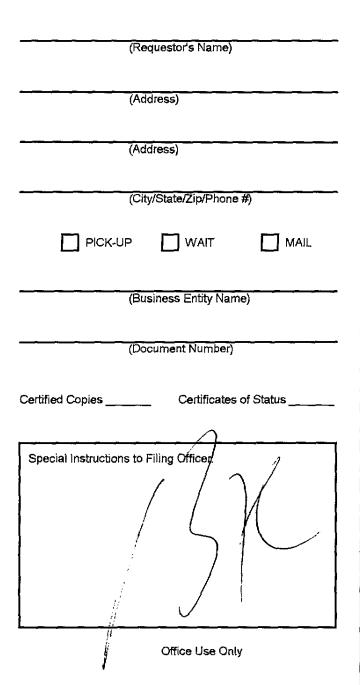
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ACCOUNT NO. :

072100000032

REFERENCE : 586249

4348715

AUTHORIZATION

COST LIMIT

ORDER DATE: September 8, 2005

ORDER TIME : 3:57 PM

ORDER NO. : 586249-005

CUSTOMER NO: 4348715

CUSTOMER: Wayne M. Lopkin, Esq.

Wayne M. Lopkin Llc

Suite 1007

52 Vanderbilt Avenue New York, NY 10017

FOREIGN FILINGS

NAME: P VI PARK AT LAUREL OAKS LLC

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY

PLAIN STAMPED COPY

__ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Troy Todd -- EXT# 2940

EXAMINER:

OS SER S PAREUR

APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 608503, FLORIDA STATUTES, THE POLLOWING IS SUBMITTED TO REGISTER A 1 LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF PLORIDA: 1 P VI Park at Laurel Oaks LLC (Name of Foreign Limited Liability Company) 2. Delaware (Jurisdiction under the law of which foreign limited liability (FEI number, if applicable) company is organized) 4. September 7, 2005 Perpetual (Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual") Upon filing (Date first transacted business in Florida, if prior to registration.) (See sections 608.501 & 608.502 F.S. to determine penalty liability) 825 Third Avenue, 36th Floor, New York, New York 10022 (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: TPF VI REIT, 825 Third Avenue, 36th Floor, New York, New York 10022 10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having oustody 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: Direct or indirect real estate investment Signature of a member or an authorized representative of a member. (In accordance with acction 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.) Wayne M. Lopkin, Authorized Representative

Typed or printed name of signes

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.

P VI Park at Laurel Oaks LLC			
2. The name	and the Florida street addre	ss of the registered agent and offi	ce are:
	Corporation Service	Company	
	***************************************	(Namc)	
	1201 Hays Street		
	Florida Street A	Address (P.O. Box NOT ACCEPTABLE)	
	Tallahassee	FL 32301	
		Clty/State/Zip	
liability compagent and agr relating to the obligations of	any at the place designated in the to act in this capacity. I fit proper and complete perform my position as registered again Service Company	nd to accept service of process for the this certificate, I hereby accept the arther agree to comply with the promance of my duties, and I am familient as provided for in Chapter 508, leaning Reynolds as its agent	ne appointment as registered evisions of all statutes liar with and accept the

\$ 100.00 Filing Fee for Application
\$ 25.00 Designation of Registered Agent

\$ 30.00 Certified Copy (optional) \$ 5.00 Certificate of Status (optional)

PAGE 1

Delaware

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "P VI PARK AT LAUREL OAKS 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 SEPTEMBER, 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 "P VI PARK AT LAUREL OAKS LLC" WAS FORMED ON THE SEVENTH DAY OF SEPTEMBER, A.D. 2005.



Varriet Smith Hindson Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4143041

DATE: 09-08-05

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