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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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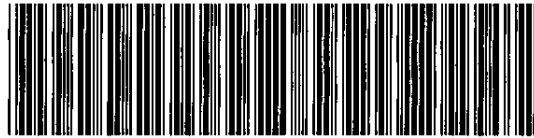
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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ONE FEDERAL PLACE  
1819 FIFTH AVENUE NORTH  
BIRMINGHAM, AL 35203-2119  
205.521.8000 FAX 205.521.8800  
WWW.BRADLEYARANT.COM

M. Frances Soldo

Direct Dial: 205-521-8564  
Direct Fax: 205-488-6564  
fsoldo@bradleyarant.com

February 20, 2007

Via Federal Express Standard

Florida Department of State  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

RE: FCDC Properties, LLC - Florida Registration  
(G5960-88521)

Dear Sir or Madam:

Please find the following documents enclosed, which pertain to FCDC Properties, LLC, an Alabama limited liability company, who desires to register in Florida: (1) completed and signed application form and certificate of designation of registered agent and registered office; (2) an Alabama legal certificate of existence issued by the secretary of state on February 12, 2007, and (3) our check for the amount of \$155.00 for the registration fee and charge for certified copy.

Please file the registration upon receipt and return filing evidence to me, as shown on the enclosed Florida cover letter instructions. Thank you very much for your help.

Sincerely,

M. Frances Soldo  
Legal Assistant

Enclosures

cc: Mr. H. Michael Graham  
Mr. Gardner Lee  
Ms. Maria Goldschmidt  
J. David Drescher, Esq.  
James V. Stewart, Esq.

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**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** FCDC PROPERTIES, 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:

Fran Soldo  
(Name of Person)

Bradley Arant Rose & White LLC  
(Firm/Company)

1819 Fifth Avenue North  
(Address)

Birmingham, AL 35203  
(City/State and Zip Code)

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For further information concerning this matter, please call:

Fran Soldo at ( 205 ) 521-8564  
(Name of Person) (Area Code & Daytime Telephone Number)

**MAILING ADDRESS:**  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**STREET ADDRESS:**  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

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

**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. FCDC Properties, LLC  
(Name of Foreign Limited Liability Company)
2. Alabama  
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 20-8340097  
(FEI number, if applicable)
4. January 26, 2007  
(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. 2200 Woodcrest Place, Suite 210, Birmingham, AL 35209  
(Street Address of Principal Office)

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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:
- Graham & Company Southeast, LLC
- 1800 Pembroke Drive, Suite 300
- Orlando, FL 32810

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: Ownership, development, sale,  
exchange, mortgaging, leasing, operation and management of real property or any interest therein



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.)

H. Michael Graham, Manager of Graham & Company Southeast, LLC, Its Mgr

Typed or printed name of signee

**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:

FCDC Properties, LLC

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

Graham & Company Southeast, LLC

(Name)

1800 Pembroke Drive, Suite 300

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

Orlando, FL 32810

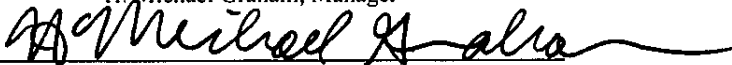
City/State/Zip

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*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.*

H. Michael Graham, Manager

By:



(Signature)

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

Beth Chapman  
Secretary of State

P.O. Box 5616  
Montgomery, AL 36103-5616

# STATE OF ALABAMA

I, Beth Chapman, Secretary of State of the State of Alabama, having custody of the Great and Principal Seal of said State, do hereby certify that

the domestic corporate records on file in this office disclose that FCDC Properties, LLC organized in the office of the Judge of Probate of Jefferson County on January 26, 2007. I further certify that the records do not disclose that said FCDC Properties, LLC has been dissolved.

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In Testimony Whereof, I have hereunto set my hand and affixed the Great Seal of the State, at the Capitol, in the City of Montgomery, on this day.

February 12, 2007

Date

*Beth Chapman*

Beth Chapman

Secretary of State *pro*