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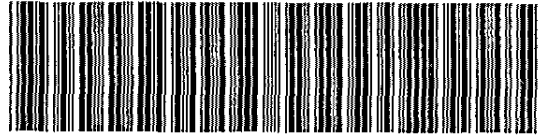
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**PHONE: (850) 216-0457; FAX: (850) 216-0460**

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**DATE: 03-12-07**

**NAME: ~~TOPA~~ <sup>IP of A</sup> AIRPORT EAST DISTRIBUTION CENTER, LLC**

**TYPE OF FILING: LLC**

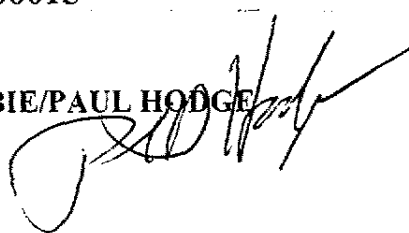
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**RETURN: CERTIFIED COPY & GOOD STANDING.**

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**ACCOUNT: FCA0000000015**

**AUTHORIZATION: ABBIE/PAUL HODGE**



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TALLAHASSEE, FLORIDA

**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** IPofA Airport East Distribution Center, 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:

Kathi Jo Harris-Temple

(Name of Person)

Investment Properties of America, LLC

(Firm/Company)

10800 Midlothian Turnpike, Suite 309

(Address)

Richmond, VA 23235

(City/State and Zip Code)

For further information concerning this matter, please call:

Kathi Jo Harris-Temple

(Name of Person)

at ( 804 ) 594-3550

(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 TRANSACTION BUSINESS IN THE STATE OF FLORIDA:

1. IPofA Airport East Distribution Center, LLC  
(Name of Foreign Limited Liability Company)
2. Delaware 3. 20-8600462  
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)
4. 3/7/07 5. Perpetual  
(Date of Organization) (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. 10800 Midlothian Turnpike, Suite 309, Richmond, VA 23235  
(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:

IPofA Fund Manager, LLC, a Virginia limited liability company

10800 Midlothian Turnpike, Suite 309

Richmond, VA 23235

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: own real property

Lara D. Coleman

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.)

By: IPofA Fund Manager, LLC, Its Manager; By: Lara D. Coleman, Its Manager

Typed or printed name of signee

FILED  
07 MAR 12 AM 9:10  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

**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:

IPofA Airport East Distribution Center, LLC

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

Capitol Corporate Services, Inc.

(Name)

155 Office Plaza Drive, Suite A

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.*

Capitol Corporate Services, Inc.

By: Dellani Case, asst sec.

(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

PAGE 1

*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "IPOFA AIRPORT EAST DISTRIBUTION CENTER, 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 MARCH, A.D. 2007.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "IPOFA AIRPORT EAST DISTRIBUTION CENTER, LLC" WAS FORMED ON THE SEVENTH DAY OF MARCH, A.D. 2007.

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

4311792 8300

070291153



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5498758

DATE: 03-08-07