# Division 1900 100001836

#### Florida Department of State

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### FLORIDA/FOREIGN LIMITED LIABILITY CO.

NNN Retail MCW Portfolio II LLC

Certificate of Status Certified Copy Ð Page Count 04 Estimated Charge \$125.00

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## 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 FOREKIN

LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA: 1. NNN Retail MCW Portfolio II LLC (Name of Foreign Limited Liability Company) 2. Delaware (Jurisdiction under the law of which foreign limited liability company is organized) 3 15 2007 (Duration: Year limited liability company will cease to exist or "perpetual") (Date of Organization) 6. 04/02/2007 (Date first transacted business in Florida, if prior to registration.)
(See sections 608.501 & 608.502 F.S. to determine penalty liability) 1209 Orange Street, Wilmington, DE 19801 (Smeet Address of Principal Office) LORIZ S Ç 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: CDECRE, Inc., 135 South LaSalle St., Suite 1940, Chicago, IL 60503 10. Attached is an original certificate of existence, no incretinan 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 larguage, 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: real property Signature of a member or an authorized representative of a member. (In accordance with section 608.408(3), P.S., the execution of this document constitutes an affirmation under the paralties of perjury that the facts stated herein are true.) Miriam Golden Typed or printed name of signee

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## 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.

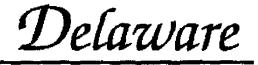
1. The name of the Limited Liability Company is:	
NNN Retail MCW Portfolio II LLC	
2. The name and the Florida street address of the registered age	nt and office are:
C T Corporation System	7001 SECI
(Name)	SECRETARY
Florida Street Address (P.O. Box NOT AC	XEPTABLE)
Plantation FI. 33324 City/State/Zip	ORIDA ORIDA

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 und complete performance of my dulles, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, Florida Statutes.

Peter F. Souza
Assistant Secretary
(Signature)

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

1057 - 02/03/2006 C T Filing Manager Quites



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#### The First State

I, BARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO BEREBY CERTIFY "NNN RETAIL MCW PORTFOLIO II LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO PAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-SEVENTH DAY OF MARCH, A.D. 2007.

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 "NNN RETAIL MCW PORTFOLIO II LLC" WAS FORMED ON THE FIFTEENTH DAY OF MARCH, A.D. 2007.

4318136 8300 070366665



Daniel Smile Hinden

AUTHENTICATION: 5549201

DATE: 03-27-07