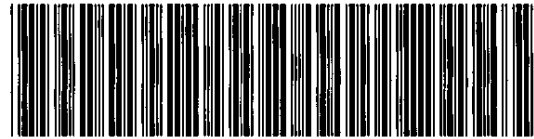


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06/04/07--01011--011 **3840.00

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA



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June 4, 2007

CORPORATION NAME (S) AND DOCUMENT NUMBER(S):

OpRock Tampa Fee, LLC

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 TALLAHASSEE, FLORIDA

Filing Evidence

- Plain/Confirmation Copy
- Certified Copy

Type of Document

- Certificate of Status
- Certificate of Good Standing
- Articles Only
- All Charter Documents to Include Articles & Amendments
- Fictitious Name Certificate
- Other

Retrieval Request

- Photocopy
- Certified Copy

| NEW FILINGS | |
|--------------------------|-------------------|
| <input type="checkbox"/> | Profit |
| <input type="checkbox"/> | Non Profit |
| <input type="checkbox"/> | Limited Liability |
| <input type="checkbox"/> | Domestication |
| <input type="checkbox"/> | |

| AMENDMENTS | |
|--------------------------|------------------------------------|
| <input type="checkbox"/> | Amendment |
| <input type="checkbox"/> | Resignation of RA Officer/Director |
| <input type="checkbox"/> | Change of Registered Agent |
| <input type="checkbox"/> | Dissolution/Withdrawal |
| <input type="checkbox"/> | Merger |

| OTHER FILINGS | |
|--------------------------|------------------|
| <input type="checkbox"/> | Annual Reports |
| <input type="checkbox"/> | Fictitious Name |
| <input type="checkbox"/> | Name Reservation |
| <input type="checkbox"/> | Reinstatement |

| REGISTRATION/QUALIFICATION | |
|-------------------------------------|-------------------|
| <input type="checkbox"/> | Foreign |
| <input checked="" type="checkbox"/> | Limited Liability |
| <input type="checkbox"/> | Reinstatement |
| <input type="checkbox"/> | Trademark |
| <input type="checkbox"/> | Other |

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. OpRock Tampa Fee, LLC
(Name of Foreign Limited Liability Company)
2. Delaware 3. 26-0261855
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)
4. May 29, 2007 5. Perpetual
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")
6. NA
(Date first transacted business in Florida, if prior to registration.)
(See sections 608.501 & 608.502 F.S. to determine penalty liability)
7. c/o Rockwood Capital, LLC, Two Embarcadero Center, 23rd Floor
San Francisco, CA 94111
(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:

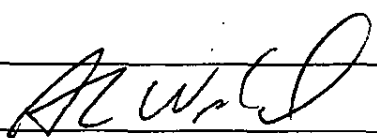
OpRock Tampa Mezz, LLC

c/o Rockwood Capital, LLC, Two Embarcadero Center, 23rd Floor

San Francisco, CA 94111

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: Real Estate Investment


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.)

Alan W. Weakland, Esq.

Typed or printed name of signee

07 JUN -4 PM 1:33
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TALLAHASSEE, FLORIDA

**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:

OpRock Tampa Fee, LLC

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

National Corporate Research, Ltd. INC.

(Name)

515 East Park Avenue

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

Tallahasee, 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.

National Corporate Research, Ltd.

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)

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "OPROCK TAMPA FEE, 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 MAY, A.D. 2007.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "OPROCK TAMPA FEE, LLC" WAS FORMED ON THE TWENTY-NINTH DAY OF MAY, A.D. 2007.

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

4360420 8300

070642990



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 5715267

DATE: 05-30-07