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FLORIDA/FOREIGN LIMITED LIABILITY COMPANY

Athena Space, LLC

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June 14, 2007

FLORIDA DEPARTMENT OF STATE
Division of Corporations

CT CORPORATION SYSTEM

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We received your electronically transmitted document. However, document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The registered agent designated must be an active Florida entity or a foreign entity authorized to transact business in Florida. Please correct the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6094.

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FAX Aud. #: H07000157297
Letter Number: 107A00040063

P.O. BOX 6327 - Tallahassee, Florida 32314

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

IN COMPLIANCE WITH SECTION 605B, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANACT BUSINESS IN THE STATE OF FLORIDA:

1. Athens Space, LLC
(Name of Foreign Limited Liability Company)

2. Delaware 3. _____
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. June 11, 2007 5. perpetual
(Date of Organization) (Duration: Your limited liability company will cease to exist or "perpetual")

6. N/A
(Date first business began in Florida, if prior to incorporation) (See sections 608.201 & 608.202 F.S. to determine penalty liability)

7. 100 Mill Plain Road, 3rd Floor
Danbury, CT 06811
(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:
Athens REI Space, LLC
100 Mill Plain Road, 3rd Floor
Danbury, CT 06811

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 and proof of its accuracy must be submitted.)

11. Nature of business or purposes to be conducted or promoted in Florida: real estate

Richard P. O'Brien
Signature of a member or an authorized representative of a member.
(In accordance with section 608.400(1), F.S., the execution of this document constitutes an affidavit under the penalty of perjury for the time period herein set forth.)
Richard O'Brien, Manager of Managing Member
Typed or printed name of signee

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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:

Athena Space, LLC

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

CT Corporation System
(Name)

1200 South Pine Island Road

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

Plantation

FL 33324

City/State/Zip

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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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.



(Signature)

Michael E. Jones
Assistant Secretary

\$ 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 "ATHENA SPACE, 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 THIRTEENTH DAY OF JUNE, A.D. 2007.

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



4368612 8300

070705595

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5755562

DATE: 06-13-07