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FLORIDA/FOREIGN LIMITED LIABILITY CO.

CMS EDU JV GP, LLC

Certificate of Status	1
Certified Copy	1
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APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA

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

1. CMS Edu JV GP, LLC

(Name of Foreign Limited Liability Company; must include "Limited Liability Company," "L.L.C.," or "LLC")

(If names unavailable, other alternate names adopted for the purpose of transacting business in Florida and attach a copy of the written
consent of the managers or managing members adopting the alternate name. The alternate names must include "Limited Liability
Company," "L.L.C.," "LLC.")

2. Delaware

(Jurisdiction under the law of which Foreign Limited Liability
company is organized)

3. Applied For

(FBI number, if applicable)

February 7, 2007

4. (Date of Organization)

5. Perpetual

(Duration: Year limited liability company will cease to
exist or "perpetual")

6. Upon filing

(Date that transacted business in Florida, if prior to registration;
(See sections 605.301 & 605.302 F.S. to determine penalty liability))

7. 308 East Lancaster Avenue, Suite 300

Wynnewood PA 19096

(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:

CMS Educational Assets Fund, L.P.

c/o CMS Companies

308 E. Lancaster Avenue, Suite 300

Wynnewood, PA 19096

10. Attached is an original certificate of existence, not 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: To act as general partner
of CMS Edu Fern Park GP, L.P., and to exercise all authority of the
general partner and all actions incidental thereto, and appropriate to
to accomplish the foregoing.

Signature of a member or an authorized representative of a member.
(In accordance with section 605.406(1), F.S., the execution of this document constitutes
an affirmation under the penalties of perjury that the facts stated herein are true.)

Richard A. Kwait

Typed or printed name of signor

FLORIDA - CORPORATION SYSTEM

2007 OCT 4 PM 12:12
CORPORATION SYSTEM
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:
CMS Edu JV GP, LLC

If name unavailable, the alternate name to be used in the state of Florida is:

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

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.

CT Corporation System
By: Margaret E. Routzahn MARGARET E. ROUTZAHN
(Signature) Special 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)

PL057 - 05/24/2007 CT System Call

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Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CMS EDU JV GP, 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 THIRD DAY OF OCTOBER, A.D. 2007.

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

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Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6046263

DATE: 10-03-07