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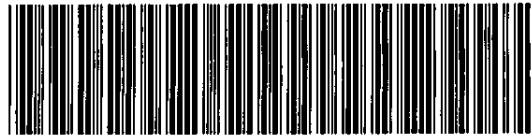
(Business Entity Name)

(Document Number)

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DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

B. KOHR

APR 12 2010

EXAMINER

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# CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Victory Real Estate  
Investments, LLC

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- \_\_\_ Art of Inc. File
- \_\_\_ LTD Partnership File
- ☒ Foreign Corp. File LLC
- \_\_\_ L.C. File
- \_\_\_ Fictitious Name File
- \_\_\_ Trade/Service Mark
- \_\_\_ Merger File
- \_\_\_ Art. of Amend. File
- \_\_\_ RA Resignation
- \_\_\_ Dissolution / Withdrawal
- \_\_\_ Annual Report / Reinstatement
- ☒ Cert. Copy
- \_\_\_ Photo Copy
- ☒ Certificate of Good Standing
- \_\_\_ Certificate of Status
- \_\_\_ Certificate of Fictitious Name
- \_\_\_ Corp Record Search
- \_\_\_ Officer Search
- \_\_\_ Fictitious Search
- \_\_\_ Fictitious Owner Search
- \_\_\_ Vehicle Search
- \_\_\_ Driving Record
- \_\_\_ UCC 1 or 3 File
- \_\_\_ UCC 11 Search
- \_\_\_ UCC 11 Retrieval

Signature

Requested by:

Name

Date

Time

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Courier

**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. VICTORY REAL ESTATE INVESTMENTS, LLC  
(Name of Foreign Limited Liability Company; must include "Limited Liability Company," "L.L.C.," or "LLC.")

VREI, LLC

(If name unavailable, enter alternate name 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 name must include "Limited Liability Company," "L.L.C.," "LLC.")

2. DELAWARE 3. 51-0517527  
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. 07/23/2004 5. Perpetual  
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")

6. Upon registration  
(Date first transacted business in Florida, if prior to registration.)  
(See sections 608.501 & 608.502 F.S. to determine penalty liability)

7. 240 Brookstone Centre Parkway  
Columbus, Georgia 31904  
(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:

SEE ATTACHED LIST OF MANAGERS OF THE COMPANY  
\_\_\_\_\_  
\_\_\_\_\_

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: \_\_\_\_\_

SEE ATTACHED STATEMENT OF PURPOSE

M. Ronald Culbreth  
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.)

M. RONALD CULBRETH, VICE PRESIDENT

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:

VICTORY REAL ESTATE INVESTMENTS, LLC

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

VREI, LLC

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

Your Capital Connection, Inc.  
(Name)

417 E. Virginia Street, Suite 1  
Florida Street Address (P.O. Box **NOT** ACCEPTABLE)

Tallahassee, Florida 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.*

Barbara Neeley For Your CAPITAL Connection, Inc.  
(Signature)

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

LIST OF MANAGERS  
FOR VICTORY REAL ESTATE INVESTMENTS, LLC

Alton L. Darby  
240 Brookstone Centre Parkway  
Columbus, GA 31904

Kent Cost  
240 Brookstone Centre Parkway  
Columbus, GA 31904

D. Pike Aloian  
1251 Avenue of the Americas, 44th Floor  
New York, NY 10020

James E. Quigley, 3<sup>rd</sup>  
1251 Avenue of the Americas, 44th Floor  
New York, NY 10020

PURPOSE CLAUSE  
FOR VICTORY REAL ESTATE INVESTMENTS, LLC

To engage in any lawful business activity for which limited liability companies may be formed, including, but not limited to, investing in real estate ventures.

# Delaware

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## The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "VICTORY REAL ESTATE INVESTMENTS, 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 SIXTH DAY OF APRIL, A.D. 2010.



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Jeffrey W. Bullock, Secretary of State

AUTHENTICATION: 7914393

DATE: 04-06-10