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Florida Department of State
Division of Corporations
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Division of Corporations
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Account Name : C T CORPORATION SYSTEM
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Foreign Limited Liability Company
Phillips Edison Grocery Center OP GP I LLC

Certificate of Status	0
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TALLAHASSEE, FLORIDA

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SEP 26 2017
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COVERLETTER

TO: Registration Section
Division of Corporations

SUBJECT: Phillips Edison Grocery Center OP GP I LLC
Name of Limited Liability Company

The enclosed "Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida," Certificate of Existence, and check are submitted toregister the above referenced foreign limited liability company to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Barbara Hood
Name of Person

PhillipsEdison&Company
Firm/Company

11501NorthlakeDrive
Address

Cincinnati,OH45249
City/State and Zip Code

bhood@phillipsedison.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Barbara Hood at (513) 619 5022
Name of Contact Person Area Code Daytime Telephone Number

MAILING ADDRESS:
Division of Corporations
Registration Section
P.O. Box 6327
Tallahassee, FL 32314

STREET ADDRESS:
Division of Corporations
Registration Section
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

17 SEP 25 AM 8:19

Enclosed is a check for the following amount:

- ☐ $125.00 Filing Fee
- ☐ $130.00 Filing Fee & Certificate of Status
- ☐ $155.00 Filing Fee & Certified Copy
- ☐ $160.00 Filing Fee, Certificate of Status & Certified Copy

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

IN COMPLIANCE WITH SECTION 605.0902, FLORIDA STATUTES THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. Phillips Edison Grocery Center OP GP I LLC
(Name of Foreign Limited Liability Company, must include "Limited Liability Company," "L.L.C." or "LLC.")

(If name unavailable, enter alternate name adopted for the purpose of transacting business in Florida. The alternate name must include "Limited Liability Company," "L.L.C." or "LLC.")

2. Delaware
(Jurisdiction under the law of which foreign limited liability company is organized)

3. _____
(FEI number, if applicable)

4. Upon filing
(Date first transacted business in Florida, if prior to registration.)
(See sections 605.0901 & 605.0905, F.S. to determine penalty liability)

5. 11501 Northlake Drive
(Street Address of Principal Office)
Cincinnati, OH 45249

6. 11501 Northlake Drive
(Mailing Address)
Cincinnati, OH 45249

7. Name and street address of Florida registered agent: (P. O. Box NOT acceptable)

Name: CTCorporationSystem

Office Address: 1200 SouthPineIslandRoad

Plantation (City), Florida 33324 (Zip code)

Registered agent's acceptance:
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 application, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

By: CTCorporationSystem Kristin Bolden Assistant Secretary
(Registered agent's signature)

8. The name, title or capacity and address of the person(s) who has/have authority to manage is/are:

Title or Capacity:	Name and Address:	Title or Capacity:	Name and Address:
Vice President	Robert F. Myers 11501 Northlake Drive Cincinnati, OH 45249		
Vice President	Joe Schlosser 11501 Northlake Drive Cincinnati, OH 45249		

(Use attachments if necessary)

9. Attached is a 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. (If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted)

10. This document is executed in accordance with section 605.0203 (1) (b), Florida Statutes. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

Barbara Hood

Barbara Hood
(Typed or printed name of signer)

Delaware

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PHILLIPS EDISON GROCERY CENTER OP GP I 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 TWENTY-FIFTH DAY OF SEPTEMBER, A.D. 2017.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE BEEN PAID TO DATE.

17 SEP 25 AM 8:49

Jeffrey W. Bullock, Secretary of State

4760005 8300

SR# 20176309321

Authentication: 203281450

Date: 09-25-17

You may verify this certificate online at corp.delaware.gov/authver.shtml