

CONTACT:

M97000000 231 ¹⁵⁸⁵⁵⁹²

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UCC FILING & SEARCH SERVICES

(Requestor's Name)

526 EAST PARK AVENUE SUITE 200

(Address)

TALLAHASSEE FL 32301

(City, State, Zip)

(904) 681-6528

(Phone #)

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FILED SECRETARY OF STATE DIVISION OF CORPORATIONS 97 APR 29 PM 8:04

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1 RainTree Properties LLC

(Corporation Name)

(Document #)

2 (Corporation Name)

(Document #)

3 J. TAX 256.00
FILING 35.00

(Corporation Name)

(Document #)

4 R. AGENT FEE 8.75
J. COPY 293.75
TOTAL 293.75

(Corporation Name)

(Document #)

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-05/02/97--01074--028
****293.75 ****293.75

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Certificate of Status

Will Wait

Certificate of Good Standing

Photocopy

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ALL CHARTER DOCS

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input checked="" type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R A, Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Certificate of FICTITIOUS NAME

FICTITIOUS NAME SEARCH

CORP SEARCH

HOLD FOR PICKUP BY UCC SERVICES

Examiner's Initials

4/29/97

4/29/97

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

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

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 APR 29 3 01 PM '99
 SECRETARY OF STATE

1. RAINTREE PROPERTIES, L.L.C.
 (Name of foreign limited liability company must end with the words "limited company" or their abbreviation "L.C." if not contained in the name at present.)

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

4. APRIL 15, 1997 5. 12/31/2037
 (Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")

6. UPON ACCEPTANCE OF APPLICATION
 (Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.)

7. 1300 ARCOLA AVENUE
SILVER SPRING MD 20902
 (Street address of principal office)

8. List name, title, and business address of each managing member[MGRM] or manager[MGR] who will manage the foreign limited liability company in Florida: (attach additional page if necessary)

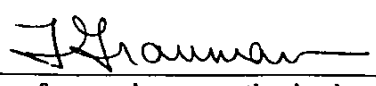
NAME & ADDRESS:	TITLE:	NAME & ADDRESS:	TITLE:
<u>TOBY GRAUMAN</u>	<u>MGR</u>	_____	_____
<u>1300 ARCOLA AVENUE</u>	_____	_____	_____
<u>SILVER SPRING MD 20902</u>	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN
LIMITED LIABILITY COMPANY**

The undersigned member or authorized representative of a member of RAINTREE PROPERTIES, L.L.C.
_____ deposes and says:

- 1) the above named limited liability company has at least two members.
- 2) the total amount of cash contributed by the member(s) is \$ 0.00 .
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ 0.00 .
A description of the property is attached and made a part hereto.
- 4) the total amount of cash or property anticipated to be contributed by member(s) is \$ 0.00 .
This total includes amounts from 2 and 3 above.
- 5) the total amount of cash or property anticipated to be contibuted by member(s) is \$ 470,000 .

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Signature of a member or authorized representative of a member.

(In accordance with section 608.408(3), Florida Statutes, the execution of
this affidavit constitutes an affirmation under the penalties of perjury that
the facts stated herein are true.)

**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 IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is:

RAINTREE PROPERTIES, L.L.C.

2. The name and address of the registered agent and office is:

HIQ CORPORATE SERVICES, INC.

(Name)

526 EAST PARK AVENUE SUITE 200

(P.O. Box or Mail Drop Box NOT ACCEPTABLE)

TALLAHASSEE FL 32301

(City/State/Zip)

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DIVISION OF
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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.

BY.

J. C. Smith PRESIDENT
(Signature)

APRIL 17, 1997

(Date)

Filing Fee: \$ 35 for Designation of Registered Agent

STATE OF MARYLAND

529063

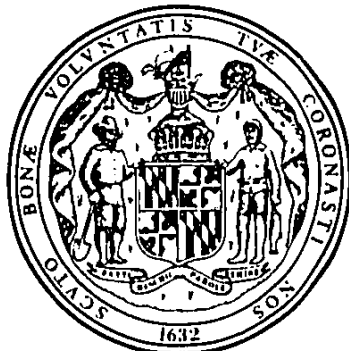
STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

301 West Preston Street Baltimore, Maryland 21201

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91 APR 29 PM 3:04

I, NANCY GRUENINGER OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF THE STATE OF MARYLAND, DO HEREBY CERTIFY THAT SAID DEPARTMENT, BY THE LAWS OF SAID STATE, IS THE CUSTODIAN OF THE RECORDS OF THIS STATE, RELATING TO LIMITED LIABILITY COMPANIES OR THE RIGHT OF LIMITED LIABILITY COMPANIES TO TRANSACT BUSINESS IN THIS STATE; AND I AM THE PROPER OFFICER TO EXECUTE THIS CERTIFICATE.

I FURTHER CERTIFY THAT RAIN TREE PROPERTIES, L.L.C. IS A LIMITED LIABILITY COMPANY EXISTING UNDER AND BY VIRTUE OF THE LAWS OF THE STATE OF MARYLAND AND THAT SAID LIMITED LIABILITY COMPANY IS AT THE TIME OF THIS CERTIFICATE IN GOOD STANDING TO TRANSACT BUSINESS.



IN WITNESS WHEREOF, I HAVE HEREUNTO SET MY HAND AND AFFIXED THE SEAL OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND AT BALTIMORE THIS 28TH DAY OF APRIL, 1997.

Nancy Grueninger
NANCY GRUENINGER
ADMINISTRATIVE OFFICER