

Document Number Only

M9 7000000490

CT CORPORATION SYSTEM

660 EAST JEFFERSON STREET

Requestor's Name
TALLAHASSEE, FL 32301

Address
222-1092
City State Zip Phone

CORPORATION(S) NAME

FILED STATE OF FLORIDA
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
97 AUG - 7 PM 4: 08

700002264597--5
-08/12/97--01055--021
*****250.00 *****250.00
700002264597--5
-08/12/97--01055--022
*****35.00 *****35.00

Pensacola 1997 Associates, LLC

700002264597--5
-08/12/97--01055--023
*****52.50 *****52.50

700002264597--5
-08/12/97--01055--024
*****8.75 *****8.75

- Profit
- NonProfit
- Limited Liability Co.
- Foreign
- Limited Partnership
- Reinstatement
- Certified Copy
- Call When Ready
- Walk In
- Mail Out
- Amendment
- Dissolution/Withdrawal
- Annual Report
- Reservation
- Photo Copies
- Call if Problem
- Will Wait
- Merger
- Mark
- Other
- Change of F.A.
- Fictitious Name Filing
- CUS
- After 4:30
- Pick Up

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Name Availability
Document Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

8/07
 G. TAX _____
 FILING _____
 R. AGENT FEE 37.00
 C. COPY 8.75
 TOTAL _____
 N. BANK _____
 BALANCE DUE _____
 FUND _____

file 2nd 8/7/97
 G. TAX _____
 FILING _____
 R. AGENT FEE 35
 C. COPY 346.25
 TOTAL _____
 N. BANK _____
 BALANCE DUE _____
 FUND _____



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 7, 1997

CT CORPORATION SYSTEM

TALLAHASSEE, FL

SUBJECT: PENASCOLA 1997 ASSOCIATES, L.L.C.
Ref. Number: W97000018288

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We have received your document for PENASCOLA 1997 ASSOCIATES, L.L.C. and check(s) totaling \$346.25. However, your check(s) and document are being returned for the following:

The Affidavit indicates that \$1,590,000.00 in property has been contributed. You must attach a brief description of the property.

ALSO, please note that Items 4 and 5 must be at least as great as the sum of Items 2 and 3. So in this case, neither 4 nor 5 could be ZERO.

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) 487-6914.

Buck Kahr
Corporate Specialist

Letter Number: 897A00040277

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please backdate
Thanks - Tera/CT

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:

1. Pensacola 1997 Associates, L.L.C.
 (Name of foreign limited liability company must end with the words "limited company" or their abbreviation "L.C." if not so contained in the name at present. ~~Please Note: L.L.C. is not an acceptable suffix in Florida.~~)

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

3. _____
 (FEI number, if applicable)

4. July 25, 1997
 (Date of Organization)

5. December 31, 2034
 (Duration: Year limited liability company will cease to exist or "perpetual")

6. August 11, 1997
 (Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.)

7. 235 Moore Street, Suite 200
Hackensack, NJ 07601
 (Street address of principal office)

8. List and indicate in title space provided the name, title, and business address of each managing member [MGRM] or manager [MGR]. It is not necessary to list members.
 (attach additional page if necessary)

NAME & ADDRESS:	TITLE:	NAME & ADDRESS:	TITLE:
<u>SP Pensacola Management Corp., a NJ corporation</u>	<u>Manager</u>	<u>235 Moore Street</u> <u>Hackensack, NJ 07601</u>	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____

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Filing Fee: \$ 52.50 for Application

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN LIMITED LIABILITY COMPANY

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PM 4: 06

The undersigned member or authorized representative of a member of Pensacola 1997 Associates, 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-
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$1,590,000.00
A description of the property is attached and made a part hereto.
- 4) the amount of cash or property anticipated to be contributed by member(s) is \$1,590,000.00
This total includes amounts from 2 and 3 above.
- 5) the total amount of cash or property anticipated to be contributed by member(s) is \$1,590,000.00

SP Pensacola Management Corp.

By: 

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.)

Mark S. Rosen, Second Vice President

Filing Fee: \$250.00 for Application and Affidavit

TOTAL P.03

The property being contributed by the Members of Pensacola 1997 Associates, L.L.C. is the real property known as Saufley Square Shopping Center located at Mobile Highway and Saufley Road, Pensacola, Escambia County, Florida.

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

1. The name of the Limited Liability Company is:

Pensacola 1997 Associates, L.L.C.

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

CT Corporation System

(Name)

1200 South Pine Island Road

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

Plantation, FL 33324

(City/State/Zip)

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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.



Patrick A. Nolan
(Signature)
Assistant Secretary

8/6/97
(Date)

Filing Fee: \$ 35 for Designation of Registered Agent

STATE OF NEW JERSEY
DEPARTMENT OF STATE
SHORT FORM STANDING

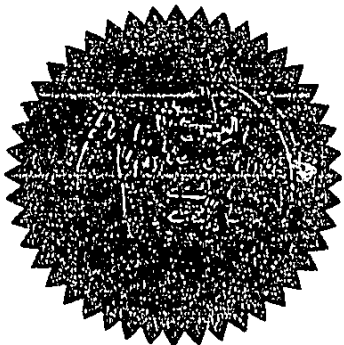
PENSACOLA 1997 ASSOCIATES, L.L.C.

I, the Secretary of State of the State of New Jersey, do hereby certify that the above-named New Jersey Domestic Limited Liability Company was registered by this office on July 25, 1997.

As of the date of this certificate, said business continues as an active business in good standing.

I further certify that the registered agent and registered office are:

Pensacola 1997 Associates, L.L.C.
235 Moore St
Ste 200
Hackensack, NJ 07601



IN TESTIMONY WHEREOF, I have
hereunto set my hand and
affixed my Official Seal
at Trenton, this
28th day of July, 1997

A handwritten signature in cursive script that reads "Lonna R. Hooks".

LONNA R HOOKS
Secretary of State

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DIVISION OF CORPORATE AFFAIRS