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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4000

FROM: ENGLISH, MCCAUGHAN & O'BRYAN, P.A.

ACCT#: 076067004147

CONTACT: DEBRA H CRYSTLE

PHONE: (954)462-3300

FAX #: (954)763-2439

NAME: BERTRAM 54 LLC

AUDIT NUMBER.....H97000017707

DOC TYPE.....FOREIGN LIMITED LIABILITY COMPANY

CERT. OF STATUS..0

PAGES..... 5

CERT. COPIES.....1

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AUDIT NO. H97000017707

**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. BERTRAM 54 LLC
(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.)
2. Delaware
(Jurisdiction under the law of which foreign limited liability company is organized)
3. applied for
(FBI number, if applicable)
4. October 22, 1997
(Date of Organization)
5. perpetual
(Duration: Year limited liability company will cease to exist or "perpetual")
6. October 24, 1997
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.153, F.S.))
7. 40 North Compass Drive
Fort Lauderdale, FL 33308
(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:
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<u>Stewart R. Rales</u>	<u>Member</u>		
<u>40 North Compass Drive</u>			
<u>Ft. Lauderdale, FL 33308</u>			

PREPARED BY: Judith L. Keiser, Esq.
English, McCaughan & O'Bryan, P.A.
100 N. E. 3 Ave., Suite 1100
Ft. Lauderdale, FL 33301 954-462-3300
Florida Bar No. 0807930

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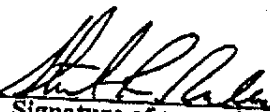
AUDIT NO. H97000017707

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

The undersigned member or authorized representative of a member of Bertram 54 LLC
deposes and says:

- 1) the above named limited liability company has at least ~~two~~ ^{one} members.
- 2) the total amount of cash contributed by the member(s) is \$ 1 million
- 3) if any, the agreed value of property other than cash contributed by member(s) is
\$ 0 . A description of the property is attached and made a part hereof.
- 4) the total amount of cash or property anticipated to be contributed by member(s) is
\$ 1 million . This total includes amounts from 2 and 3 above.

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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.)

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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:

Bertram 54 LLC

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

EMO CORPORATE SERVICES, INC.
(Name)

100 Northeast Third Avenue, Suite 1100
(P.O. Box or Mail Drop Box NOT ACCEPTABLE)

Fort Lauderdale, FL 33301
(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.

Diana H. Christie, Asst. Sec.
(Signature)

10/23/97
(Date)

Filing Fee: \$ 35 for Designation of Registered Agent

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AUDIT NO. H370000017707

**CERTIFICATE OF FORMATION
OF
BERTRAM 54 LLC**

1. NAME

The name of the limited liability company is Bertram 54 LLC "LLC").

2. REGISTERED OFFICE AND AGENT

The address of the LLC's registered office in the State of Delaware is 1013 Centre Road in the City of Wilmington, County of New Castle. The name of the LLC's registered agent at such address is The Corporation Service Company.

3. **AUTHORIZED PERSON**

The name and address of the authorized person is David R. Dunn,
Hogan & Hartson L.L.P., 111 South Calvert Street, Baltimore,
Maryland 21202. The power of the authorized person shall terminate
upon the filing of this Certificate of Formation.

IN WITNESS WHEREOF, the undersigned has executed this
Certificate of Formation of Bartram 54 LLC this 22nd day of October, 1997.

By: /s/ David R. Dunn
David R. Dunn

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Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "BERTRAM 54 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 THIRTY-THIRD DAY OF OCTOBER, A.D. 1997.

AND I DO HEREBY FURTHER CERTIFY THAT ANNUAL TAXES HAVE NOT BEEN ASSESSED TO THIS ENTITY.



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Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION

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DATE

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