M98000000307

Document Number Only

CT Corporation System
Requestor's Name
660 East Jefferson Street
Address
Tallahassee, FL 32301 222-1092
City State Zip Phone

CORPORATION(S) NAME

600002472536--2
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****285.00 ****285.00

CP General Partner, LLC

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() Profit () NonProfit	() Amendment	() Merger
() Foreign	() Dissolution/Withdrawal	() Mark
() Limited Partnership () Reinstatement ()Fictitious Name	() Annual Report () Name Registration	(X) Other LLC () Change of R.A. ( ) UCC Filing
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Thank You!!!

Hope

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CR2E031 (1-89)

W98000007013

FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 30, 1998

C T CORPORATION SYSTEM
660 EAST JEFFERSON STREET
TALLAHASSEE, FL 32301

SUBJECT: CP GENERAL PARTNER, LLC
Ref. Number: W98000007013

We have received your document for CP GENERAL PARTNER, LLC and your check(s) totaling $285.00. However, the document has not been filed and is being retained in this office for the following:

A certificate of existence, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

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) 487-6913.

Diane Cushing
Corporate Specialist

Letter Number: 698A00016851

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. CP General Partner, 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.. ~~Please Note: L.L.C. Is not an acceptable suffix in Florida.)~~

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

3. Applied For
(FEI number, if applicable)

4. March 26, 1998
(Date of Organization)

5. Perpetual
(Duration: Year limited liability company will cease to exist or "perpetual")

6. Upon Qualification
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.)

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98 MAR 30 PM 3:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

7. 580 West Germantown Pike, Suite 200
Plymouth Meeting, PA 19462
(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:
Montgomery CV Realty L.P.	MGRM		
580 West Germantown Pike			
Suite 200			
Plymouth Meeting, PA 19462			

Filing Fee: $ 52.50 for Application

(FL. - LLC 3289 - 3/10/97)

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN LIMITED LIABILITY COMPANY

The undersigned member or authorized representative of a member of CP General Partner, LLC 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 $ 1,000 .

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 hereto.

4) the total amount of cash or property anticipated to be contributed by member(s) is $ 1,000 . This total includes amounts from 2 and 3 above.

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TALLAHASSEE, FLORIDA

Montgomery CV Realty, L.P., Member
By Montgomery CV Realty Trust, its General Partner
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.)

*CP General Partner, LLC, a Delaware limited liability company, which is filing herewith the Application by a Foreign Limited Liability Company for Authorization to Transact Business in Florida, is a single member LLC as permitted under the Delaware Limited Liability Company Act. Accordingly, under Section 608.503(3) of the Florida Limited Liability Company Act, this item 1 above is not applicable.

Filing Fee: $ 52.50 for Affidavit

(FL. - LLC 3348 - 1/23/97)

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:

CP General Partner, LLC

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

CT Corporation System
(Name)

1200 South Pine Island Rd.
(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)

Plantation, FL 33324
(City/State/Zip)

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TALLAHASSEE, FLORIDA

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.

Connie Bryan
(Signature)
Connie Bryan, Spec. Asst. Secy.

3/30/98
(Date)

Filing Fee: $ 35 for Designation of Registered Agent

State of Delaware

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CP GENERAL PARTNER, 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 THIRTIETH DAY OF MARCH, A.D. 1998.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.

FILED
98 MAR 30 PM 3:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Edward J. Freel, Secretary of State

AUTHENTICATION: 9000243

DATE: 03-30-98

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