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ACCOUNT NO. : 072100000032

REFERENCE : 836623 4705A

AUTHORIZATION :

Patricia Pigott

COST LIMIT : \$ 293.75

ORDER DATE : May 29, 1998

ORDER TIME : 12:55 PM

ORDER NO. : 836623-010

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CUSTOMER NO: 4705A

CUSTOMER: Barbara Hood, Legal Assistant
Santen & Hughes
Suite 3100
312 Walnut Street
Cincinnati, OH 45202-4059

FOREIGN FILINGS

NAME: SUNSET PLAZA STATION LLC

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
XX PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Lynette Coleman

Name	<i>MH</i>
Availability	<i>MH</i>
Document Examiner	<i>MH</i>
Updater	<i>MH</i>
Updater Verifier	<i>MH</i>
Acknowledgement	<i>MH</i>
... P. Verifier	<i>MH</i>

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98 MAY 29 PM 3:13

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98 MAY 29 PM 2:45
DIVISION OF CORPORATION

045-864

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. SUNSET PLAZA STATION 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. OHIO
(Jurisdiction under the law of which foreign limited
liability company is organized)
3. 31-1598101
(FEI Number, if applicable)
4. May 1, 1998
(Date of Organization)
5. 2028
(Duration: Year limited liability company will cease to
exist or "perpetual")
6. May 29, 1998
(Date first transacted business in Florida. (See Sections 608.501, 608.502 and 817.155, F.S.))
7. 4440 Lake Forest Drive, Suite 110
Cincinnati, OH 45242
(Street address of principal office)
8. Name(s) and business address(es) of managing member(s) or manager(s) who will
manage the foreign limited liability company in Florida: (attach additional page if necessary):

Michael C. Phillips

4440 Lake Forest Drive, Suite 110

Cincinnati, OH 45242

Jeffrey S. Edison

1000 Lancaster St., Suite 420

Baltimore, MD 21202

May 29, 1998

(Date)

R. Mark Addy
R. Mark Addy, Authorized Representative
of Members

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UNITED STATES OF AMERICA,
STATE OF OHIO,
OFFICE OF THE SECRETARY OF STATE.

}

I, Bob Taft, do hereby certify that I am the duly elected, qualified and present acting Secretary of State for the State of Ohio, and as such have custody of the records of Ohio and Foreign corporations; that said records show SUNSET PLAZA STATION LLC., an Ohio Limited Liability Company, Registration No. 1004430, was filed in this office on May 1st, 1998 is currently in FULL FORCE AND EFFECT upon the records of this office.



WITNESS my hand and official
seal at Columbus, Ohio on
May 27, 1998

Bob Taft

Bob Taft
Secretary of State

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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, ORGANIZED UNDER THE LAWS OF THE STATE OF OHIO, 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: SUNSET PLAZA STATION LLC

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

CORPORATION SERVICE COMPANY

(Name)

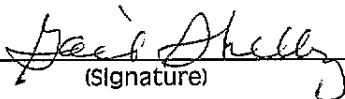
1201 HAYS STREET

(P. O. Box not acceptable)

TALLAHASSEE, FL 32301

(City/State/Zip)

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 corticate, 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.


(Signature)

5/29/98
(Date)

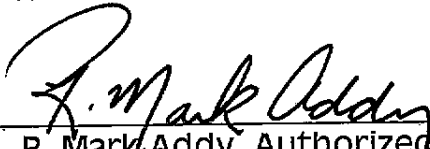
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**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN
LIMITED LIABILITY COMPANY**

The undersigned member or authorized representative of a member of _____

Sunset Plaza Station 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 \$ 100.00 .
- 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 \$ 100.00 . This total includes amounts from 2 and 3 above.



R. Mark Addy, Authorized Representative

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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FILING FEE: \$ 52.50 for Affidavit