

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

M980000000690

PENSACOLA SPE., L.L.C.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUN 30 PM 2:50

- ___ Art of Inc. File _____
- ___ LTD Partnership File _____
- ___ Foreign Corp. File 300002576120 05/30/98 81047-017
- ✓ L.C. File Cert ***1350.00 ****337.50
- ___ Fictitious Name File _____
- ___ Trade/Service Mark _____
- ___ Merger File _____
- ___ Art. of Amend. File _____
- ___ RA Resignation _____
- ___ Dissolution / Withdrawal _____
- ___ Annual Report / Reinstatement _____
- ✓ Cert. Copy _____
- ___ Photo Copy _____
- ___ Certificate of Good Standing _____
- ___ Certificate of Status _____
- ___ Certificate of Fictitious Name _____
- ___ Corp Record Search _____
- ___ Officer Search _____
- ___ Fictitious Search _____
- ___ Fictitious Owner Search _____
- ___ Vehicle Search _____
- ___ Driving Record _____
- ___ UCC 1 or 3 File _____
- ___ UCC 11 Search _____
- ___ UCC 11 Retrieval _____
- ___ Courier _____

M98-690

Name Availability	<u>R 6-30</u>
Document Examiner	<u>[Signature]</u>
Updater	<u>[Signature]</u>
Updater Verifyer	<u>[Signature]</u>
Acknowledgment	<u>[Signature]</u>
W. P. Verifyer	<u>[Signature]</u>

Signature _____

Requested by: CD 6/30/98 11:00

Name _____ Date _____ Time _____

Walk-In _____ Will Pick Up _____

RECEIVED

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

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

1. Pensacola SPE, 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.)
2. Washington
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 74-2029026
(FEI number, if applicable)
4. June 19, 1998
(Date of Organization)
5. Perpetual
(Duration: Year limited liability company will cease to exist or "perpetual")
6. June 24, 1998
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 1011 S. W. Klickitat, Bldg C, Suite 107
Seattle, Washington 98134-1164
(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>James M. Grisebaum</u>	<u>Manager</u>	<u>Robert S. Kramer</u>	<u>Manager</u>
<u>24 Greenway Plaza</u>		<u>2307 S.E. Monterey Road</u>	
<u>Suite 1850</u>		<u>Stuart, Fla 34995</u>	
<u>Houston, Texas 77046</u>			
<u>Robert D. Eckerman</u>	<u>Manager</u>		
<u>24 Greenway Plaza</u>			
<u>Suite 1850</u>			
<u>Houston, Texas 77046</u>			

FILED
 SECRETARY OF STATE
 DIVISION OF CORPORATIONS
 98 JUN 30 PM 2:50

9. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the Secretary of State or the proper official having custody of records in the state under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

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

The undersigned member or authorized representative of a member of _____

Pensacola SPE, L.L.C. certifies:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUN 30 PM 2:50

1) the above named limited liability company has at least ^{one member} ~~two members~~;

2) the total amount of cash contributed by the member(s) is \$ _____;

3) if any, the agreed value of property other than cash contributed by member(s) is \$ 275,000 ;
(A description of the property is attached and made a part hereto.)
and

4) the total amount of cash and property contributed and anticipated to be contributed
by member(s) is \$ 275,000 ;
(This total includes amounts from 2 and 3 above.)



Signature of a member or an 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.)

Robert D. Eckerman, Attorney-in-fact for
James M. Grisebaum, sole manager, Michigan Hotel
Partners L.L.C., sole member of Pensacola, SPE, L.L.C.

Typed or printed name of signee

Filing Fee: \$250.00 for Application and Affidavit

**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 TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

Pensacola SPE, L.L.C.

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

Robert S. Kramer

(Name)

2307 S.E. Monterey Road

Florida street address (P.O. Box **NOT** ACCEPTABLE)

Stuart

FL

34995

City/State/Zip

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUN 30 PM 2:50

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.


(Signature)

Filing Fee: \$ 35 for Designation of Registered Agent

STATE of WASHINGTON



SECRETARY of STATE

I, RALPH MUNRO, Secretary of State of the State of Washington and custodian of its seal,

hereby issue this

CERTIFICATE OF EXISTENCE/AUTHORIZATION

OF

PENSACOLA SPE, L.L.C.

I FURTHER CERTIFY that the records on file in this office show that the above named limited liability company was formed under the laws of the State of Washington and was issued a Certificate of Formation in Washington on June 19, 1998.

I FURTHER CERTIFY that as of the date of this certificate, no cancellation have been filed, and that the limited liability company is duly authorized to transact business in the limited liability company form in the State of Washington.



Date: June 22, 1998

Given under my hand and the Seal of the State of Washington at Olympia, the State Capital


CD
Ralph Munro, Secretary of State

Legal description as to: MHP Retail Centers, L.L.C.

Lot 2, QUAIL MEADOW COMMONS, according to the map or plat thereof as recorded in Plat Book 4, page 66, public records of Marion County, Florida.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUN 30 PM 2:50

EXHIBIT "A"

PARCEL 1: Fee Simple Estate

That portion of Section 15, Township 2 South, Range 30 West, Escambia County, Florida, described as follows: Begin at a point on the Northeastern right of way line of the Pensacola-Mobile Highway where it intersects the Southern line of said Section 15 and 33 feet North Eastward at right angles to the centerline of the pavement, thence run North 42°11 1/2' West 232.1 feet to the starting point of this description, thence continue along said right of way 209 feet, thence North 70°54 1/2' East 454 1/3 feet thence South 42°11 1/2' East 209 feet South 70°54 1/2' West 454 1/3 feet to the starting point of this description, lying and being in Escambia County, Florida; **LESS AND EXCEPT** the Right-of-Way for Mobile Highway (State Road No. 10-A).

PARCEL 2: Easement Estate

Easement Rights as set forth in that certain Non Exclusive Reciprocal Easement Agreement for the benefit of Parcel 1, as created by Reciprocal Easement Agreement dated March 12, 1997, in Official Records Book 4110, Page 1871, of the Public Records of Escambia County, Florida.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUN 30 PM 2:50