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ACCOUNT FILING COVER SHEET

W98-27977

ACCOUNT NUMBER: FCA000000005

REFERENCE:
(Sub Account)

001333W 2013756-4

DATE:

12-14

REQUESTOR NAME:

LEXIS

ADDRESS:

TELEPHONE:

() (-) ext ()

CONTACT NAME:

CORPORATION NAME:

RET SYSTEMS INC.

EOP-Suntrust Center, L.L.C.

DOCUMENT NUMBER:
(if applicable)

800002711468--7

AUTHORIZATION:

C. Woodyard

- CERTIFIED COPY (1-9)
- CERTIFICATE OF STATUS (1-9)
- PLAIN STAMPED COPY

- Call When Ready
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- After 4:30
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Name	<u>MAT</u>
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REC'D
DIVISION OF STATE
OPERATIONS
98 DEC 14 PM 3:52

RECEIVED
98 DEC 14 PM 12:14



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 14, 1998

LEXIS

SUBJECT: EOP-SUNTRUST CENTER, L.L.C.
Ref. Number: W98000027977

We have received your document for EOP-SUNTRUST CENTER, L.L.C. and your check(s) totaling \$285.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain the names and street addresses of the members or managers of the limited liability company.

Please provide a description of the property contributed by the members, as stated on the affidavit.

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) 487-6967.

Michelle Hodges
Document Specialist

Letter Number: 498A00058918

RECEIVED
99 DEC 17 AM 11:22
DIVISION OF CORPORATIONS

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. EOP-Suntrust Center, L.L.C.
(Name of foreign limited liability company)
2. Delaware
(Jurisdiction under the law of which foreign limited liability company is organized)
3. applied for
(FEI number, if applicable)
4. 12/11/98
(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.))
7. c/o Ann M. Schneider, 2 N. Riverside Plaza, #1600, Chicago, IL 60606
(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>EOP Operating Limited Partnership Two N. Riverside Plaza Chicago IL 60606</u>	<u>MGRM</u>	<hr/> <hr/> <hr/> <hr/> <hr/> <hr/> <hr/> <hr/> <hr/> <hr/>	<hr/> <hr/> <hr/> <hr/> <hr/> <hr/> <hr/> <hr/> <hr/> <hr/>

FILED
 SECRETARY OF STATE
 DIVISION OF CORPORATIONS
 90 DEC 14 PM 3:52

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "EOP-SUNTRUST CENTER, L.L.C." 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 ELEVENTH DAY OF DECEMBER, A.D. 1998.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "EOP-SUNTRUST CENTER, L.L.C." WAS FORMED ON THE ELEVENTH DAY OF DECEMBER, A.D.

1998.

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



Edward J. Freel

Edward J. Freel, Secretary of State

9457700

AUTHENTICATION:

12-11-98

DATE:

2977834 8300

981478650

**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:

EOP-Suntrust Center, L.L.C.

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

Lexis Document Services Inc.

(Name)

3953 W.W. Kelley Road

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

Tallahassee, FL 32311

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 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.

By:

Anthony E. Macky, esq.
(Signature)

Filing Fee: \$ 35 for Designation of Registered Agent

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


The undersigned member or authorized representative of a member of _____
EOP-Suntrust Center, L.L.C. _____ certifies:

- 1) the above named limited liability company has at least one member;

- 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 \$ 109,891,555
(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 \$ 109,891,555
(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.)

Robin Mariella, Asst. Secy. of Equity Office Properties Trust, managing GP
of EOP Operating Limited Partnership

Typed or printed name of signee

Filing Fee: \$250.00 for Application and Affidavit

EOP-SUNTRUST CENTER, L.L.C.

Description of property: Office Buildings located in Orlando, FL.