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CT Corporation System

Requestor's Name
660 East Jefferson Street

Address
Tallahassee, FL 32310 222-1092

City State Zip Phone

CORPORATION(S) NAME

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MLP Venetian Terrace, L.L.C.

- | | | |
|--|---|---|
| <input type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | | |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Dissolution/Withdrawal | <input checked="" type="checkbox"/> Limited Liability Company |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Name Registration | <input type="checkbox"/> Change of R.A. |
| <input type="checkbox"/> Fictitious Name | <input type="checkbox"/> UCC-1 Financing Statement | <input type="checkbox"/> UCC-3 Filing |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Photo Copies | <input checked="" type="checkbox"/> CUS |
| <input type="checkbox"/> Call When Ready | <input checked="" type="checkbox"/> Call if Problem | <input type="checkbox"/> After 4:30 |
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**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. MLP Venetian Terrace, L.L.C.
(Name of foreign limited liability company must end with the words "limited liability company" or "limited company" or their abbreviations "L.L.C." or "L.C." if not so contained in the name at present.)
2. Missouri 3. Applied For
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)
4. January 5, 1999 5. December 31, 2050
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")
6. January 7, 1999
(Date first transacted business in Florida. (See sections 608.501, 608.502 and 817.155, F.S.))
7. 11780 Manchester Road, Suite 207
St. Louis, Missouri 63131
(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>Stan R. McCurdy</u>	<u>MGRM</u>	_____	_____
<u>c/o 11780 Manchester Road</u>		_____	
<u>Suite 207</u>		_____	
<u>St. Louis, Mo: 63131</u>		_____	
_____		_____	
_____		_____	
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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 MLP Venetian Terrace, L.L.C.

_____ certifies:

- 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.)
and
- 4) the total amount of cash and property contributed and anticipated to be contributed
by member(s) is \$ 100.00 ;
(This total includes amounts from 2 and 3 above.)

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.)

Stan R. McCurdy, Member

Typed or printed name of signee

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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:

MLP Venetian Terrace, L.L.C.

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

C T CORPORATION SYSTEM

(Name)

1200 South Pine Island Road

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

Plantation FL 33324

(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.

C T CORPORATION SYSTEM

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

Filing Fee: \$ 35 for Designation of Registered Agent

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STATE OF MISSOURI



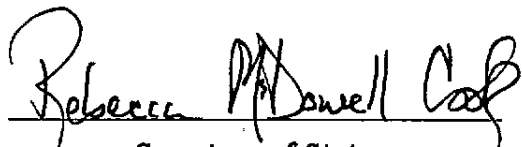
Rebecca McDowell Cook
Secretary of State

CERTIFICATE OF GOOD STANDING
LIMITED LIABILITY COMPANY

I, REBECCA MCDOWELL COOK, SECRETARY OF STATE OF THE STATE
OF MISSOURI, DO HEREBY CERTIFY THAT THE RECORDS IN MY OFFICE
AND IN MY CARE AND CUSTODY REVEAL THAT
MLP VENETIAN TERRACE, L.L.C.

WAS FILED IN THIS OFFICE ON THE 5TH DAY OF JANUARY, 1999,
BECAME EFFECTIVE ON THE 5TH DAY OF JANUARY, 1999, AND IS IN
GOOD STANDING, HAVING FULLY COMPLIED WITH ALL REQUIREMENTS
OF THIS OFFICE.

IN TESTIMONY WHEREOF, I HAVE SET MY
HAND AND IMPRINTED THE GREAT SEAL OF
THE STATE OF MISSOURI, ON THIS, THE
5TH DAY OF JANUARY, 1999.


Secretary of State

