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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

700002809327-9
-03/17/99--01068--012
*****285.00 *****285.00

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DIVISION OF CORPORATIONS
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Balapalms GP, LLC

- | | | |
|--|---|---|
| <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 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 TRANSACTIONS BUSINESS IN THE STATE OF FLORIDA:

1. Balapalms GP, LLC
(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. Delaware 3. Applied for
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)
4. 3/12/99 5. 2050
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")
6. 3/15/99
(Date first transacted business in Florida. (See sections 608.501, 608.502 and 817.155, F.S.))
7. 2025 Lakepointe, 30A
Lewisville, TX 75057
(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>Daniel J. Keating, III</u>	<u>MGRM</u>	<u>Peter T. Cocchia</u>	<u>MGR</u>
<u>One Bala Ave., Suite 400</u>		<u>One Bala Ave., Suite 400</u>	
<u>Bala Cynwyd, PA 19004</u>		<u>Bala Cynwyd, PA 19004</u>	
<u>Terry Lewis</u>	<u>MGR</u>		
<u>2025 Lakepointe, 30A</u>			
<u>Lewisville, TX 75057</u>			
<u>Dennis A. Martin</u>	<u>MGR</u>		
<u>One Bala Ave., Suite 400</u>			
<u>Bala Cynwyd, PA 19004</u>			

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.)

(FL057 - 4/23/98)

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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 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: Balapalms GP, LLC

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

C T CORPORATION SYSTEM

(Name)

c/o C T CORPORATION, 1200 South Pine Island Road,

(P.O. Box not acceptable)

Plantation, Florida 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

Korri A Behler

(Signature)

KORRI A. BEHLER
Special Assistant Secretary

3/16/99

(Date)

FILING FEE: \$ 35 for Designation of Registered Agent

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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN LIMITED LIABILITY COMPANY

The undersigned member or authorized representative of a member of _____

Balapalms GP, LLC

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 ;

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

\$ 0 ;

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

\$ 100 ;



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.)

Daniel J. Keating, III

Typed or printed name of signee

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Filing Fee: \$250.00 for Application and Affidavit


State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "BALAPALMS GP, 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 FIFTEENTH DAY OF MARCH, A.D. 1999.

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




Edward J. Freel, Secretary of State

3016006 8300

AUTHENTICATION: 9627174

991098807

DATE: 03-15-99