

METRO LAND GROUP

Michael C. Aufdenspring
Attorney at Law

MP900000751

May 17, 1999

11605 Studt Ave., Suite 114
St. Louis, MO 63141
314-993-3500 ext. 139
FAX 314-692-0558

Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399
Attn: Brenda Tadlock
(Via UPS Next Day Air)

300002879089--8
-05/18/99--01070--001
****337.50 ****337.50

Re: Metro Land Group, L.L.C.

Dear Brenda:

Enclosed for filing is the original of the following documents:

- 1) Application by Foreign Limited Liability Company;
- 2) Affidavit of Membership of Foreign Limited Liability Company;
- 3) Missouri Certificate of Good Standing; and
- 4) Certificate of Designation of Registered Agent/Registered Office.

A check for \$337.50 is also enclosed, as follows:

\$250.00	Filing Fee for Application and Affidavit
35.00	Designation of Registered Agent
52.50	Certified Copy

We request that the limited liability company's existence begin at the date and time when the Application and Affidavit is filed with your office. We further request whatever expedited service your office can render so that we can quickly obtain the letter of acknowledgment and filed Application as we are closing a loan on May 21 and the Florida bank needs a copy of the registration. For that reason, therefore, we are enclosing a completed UPS Next Day Air envelope for your authorized use. Please return the letter of acknowledgment and certified copy to my attention at the above address in the enclosed envelope. If there are any questions, my number is 314-993-3500 ext. 139. Thank you for your anticipated cooperation.

Name	METRO LAND GROUP, L.L.C.
Availability	
Document Examiner	
Updater	
Updater Verifier	
Acknowledgement	
W. P. Verifier	

Michael C. Aufdenspring

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99 MAY 18 PM 1:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILING	250.00
COPY	52.50
R. AGENT	35.00
TOTAL	337.50
BALANCE DUES	
REFUND \$	

6/18

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. METRO LAND GROUP, 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. Missouri
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 43-1502-492
(FEI number, if applicable)
4. May 17, 1999
(Date of Organization)
5. December 31, 2029
(Duration: Year limited liability company will cease to exist or "perpetual")
6. May 18, 1999
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. CT Corporation System
1200 South Pine Island Road, Plantation, Florida 33324
(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:
Gary R. Parker	MGRM		
11605 Studt Ave.,			
Suite 114			
St. Louis, MO 63141			

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.)

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 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

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

The undersigned member or authorized representative of a member of METRO LAND
GROUP, L.L.C. certifies:

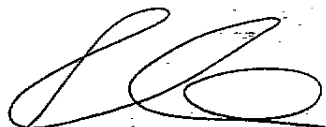
1) the above named limited liability company has at least one member;

2) the total amount of cash contributed by the member(s) is \$ 3,000,000;

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

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

(X)


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.)

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TALLAHASSEE
FLORIDA

Gary R. Parker

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:

METRO LAND GROUP, 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

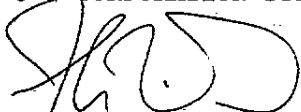
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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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



(Signature)
Jonathan L. Miles, Asst. Secretary

Filing Fee: \$ 35 for Designation of Registered Agent

STATE OF MISSOURI



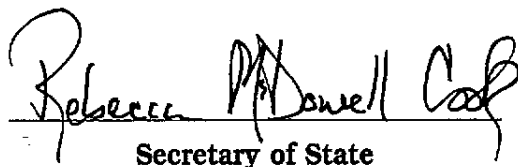
Rebecca McDowell Cook
Secretary of State

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
METRO LAND GROUP, L.L.C.

WAS FILED IN THIS OFFICE ON THE 17TH DAY OF MAY, 1999,
BECAME EFFECTIVE ON THE 17TH DAY OF MAY, 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
17TH DAY OF MAY, 1999.


Secretary of State

