

FROM

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**Florida Department of State  
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**FOREIGN LIMITED LIABILITY COMPANY**

**ACP OFFICE I LLC**

Certificate of Status	0
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FROM

(THU) 5.27'99 11:07/ST.11:01/NO.4200000817 P 2  
Fax Audit No.: H99000012804 3

**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. ACP Office I LLC

(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. Delaware

(Jurisdiction under the law of which foreign limited liability  
company is organized)

3. applied for

(FEI number, if applicable)

4. April 20, 1999

(Date of Organization)

5. Perpetual

(Duration: Year limited liability company will cease to exist  
or "perpetual")

6. upon filing

(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.)

7. 701 Brickell Avenue - Suite 3000

Miami, Florida 33131

(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:

ACP South Florida LLC

Managing  
Member

701 Brickell Ave., Ste. 3000

Miami, Florida 33131

INSTRUMENT WAS PREPARED BY:

at K. Hoffman, Esq. - FL Bar No.: 0186851

and & Knight LLP  
Brickell Avenue - Suite 3000  
Miami, Florida 33131

(305) 374-8500

(305) 789-7799

Filing Fee: \$ 52.50 for Application

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FROM

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Fax Audit No.: H99000012804 3

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES,  
THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF  
FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED  
OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: ACP Office I LLC

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

Intrastate Registered Agent Corporation  
(Name)

701 Brickell Avenue - Suite 3000  
(P.O. Box not acceptable)

Miami, Florida 33131  
(City/State/Zip)

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*Having been named as registered agent and to accept service of process for the above stated corporation 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.*

Intrastate Registered Agent Corporation

By:

Teresita H. Garcia  
(Signature)  
Vice President

5-27-99  
(Date)

**Filing Fee: \$ 35 for Designation of Registered Agent**

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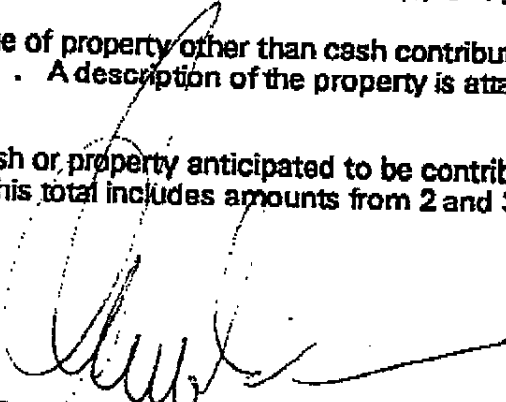
**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN  
LIMITED LIABILITY COMPANY**

The undersigned member or authorized representative of a member of ACP Office T LLC

deposes and says:

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

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\_\_\_\_\_  
Signature of a member or authorized representative of a member.  
(In accordance with section 808.408(3), Florida Statutes, the execution of this affidavit  
constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Stuart K. Hoffman

**Filing Fee: \$ 52.50 for Affidavit**

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*State of Delaware*

*Office of the Secretary of State* PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF LIMITED LIABILITY COMPANY OF "ACP OFFICE I LLC", FILED IN THIS OFFICE ON THE TWENTIETH DAY OF APRIL, A.D. 1999, AT 11 O'CLOCK A.M.

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*Edward J. Freel*  
Edward J. Freel, Secretary of State

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AUTHENTICATION: 9767579

DATE: 05-26-99