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ROSE & WHITE LLP

J. Keith Windle

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May 27, 1999

Via Federal Express

Florida Department of State Registration Section Division of Corporations 409 East Gaines Street Tallahassee, FL 32399

****293.75 ****293.75

Commercial Real Estate Advisors, LLC Re:

Dear Madam or Sir:

I have enclosed the following items for the purpose of registering the abovereferenced limited liability company to transact business in the State of Florida:

- One (1) original and one (1) copy of an Application for Authorization to 1. Transact Business;
- Affidavit of Membership and Contributions of Foreign Limited Liability 2. Company;
- Certificate of Designation of Registered Agent/Registered Office; 3.
- Certificate of Existence issued by the Secretary of State of Alabama; 4.
- Check in the amount of \$293.75. 5.

Please have these documents properly filed and issue to me a Certificate of Status for

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		ations or require additional information, please do not h	esitate	to
contact r	ne Avariability	Sincerely,	99	D ≥
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SouthTrust Tower Office 420 North 20th Street, Suite 2000 Birmingham, Alabama 35203-3208 (205) 521-8000, Fax (205) 521-8500

DOC. EXAM

Huntsville Office 200 Clinton Avenue West, Suite 900 Huntsville, Alabama 35801-4900 (205) 517-5100, Fax (205) 517-5200

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:

Alabama Jurisdiction ompany is o	under the law of which foreign	3	(FEI number, if app	elicable)
April 2	(Date of Organization)	(1	Perpetual Duration: Year limited liability co xist or "perpetual")	ompany will cease to
<u>Upor</u>	Qualification (Date first transacted business	ss in Florida (See secti	ons 608.501, 608.502, and 817.15	(5 F S)
3595	Grandview Parkway, Sui	•		
Birmi	ngham, Alabama 35243	(Street address of prin		
will manage	e the foreign limited liabili	of each managing n ty company in Flor	nember[MGRM] or manager ida: (attach additional page i	[MGR]who f necessary)
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will manage	e the foreign limited liabili AME & ADDRESS: John C. Gorecki 3595 Grandview Parkwa Birmingham, Alabama	TITLE: Mgr/Sr.W.P. Ay, Suite 400 35243 Mgr/V.P.	ida: (attach additional page i	TITLE: SECRETARY DIVISION OF CO 99 MAY 200
will manage	e the foreign limited liability AME & ADDRESS: John C. Gorecki 3595 Grandview Parkwa Birmingham, Alabama Patrick A. Walters	Mgr/Sr. V.P. Mgr/V.P. Mgr/V.P. Mgr/V.P. Mgr/V.P.	ida: (attach additional page i	f necessary)
will manage	e the foreign limited liability AME & ADDRESS: John C. Gorecki 3595 Grandview Parkwa Birmingham, Alabama Patrick A. Walters 3595 Grandview Parkwa	Mgr/Sr. V.P. Mgr/V.P. Mgr/V.P. Mgr/V.P. Mgr/V.P.	ida: (attach additional page i	TITLE: SECRETARY DIVISION OF CO 99 MAY 200
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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 eath of the translator must be submitted.)

STATE OF ALABAMA

I, Jim Bennett, Secretary of State of the State of Alabama, having custody of the Great and Principal Seal of said State, do hereby certify that

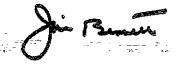
the domestic corporate records on file in this office disclose that Commercial Real Estate Advisors, LLC organized in the office of the Judge of Probate of Jefferson County on April 21, 1999. I further certify that the records do not disclose that said Commercial Real Estate Advisors, LLC has been dissolved.



In Testimony Whereof, I have hereunto set my hand and affixed the Great Seal of the State, at the Capitol, in the City of Montgomery, on this day.

May 11, 1999

Date



Jim Bennett

Secretary of State

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:				
Commercial Real Estate Advisors, LIC	, —			
2. The name and the Florida street address of the registered agent and office are:				
CT 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.

Dale H. morris

Dale W. Morris, Asst. Vice President

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 <u>Commercial</u>	Real Estate
_Advisors, IICcertifies:	- ·
1) the above named limited liability company has at least one member;	
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 (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 (This total includes amounts from 2 and 3 above.)	\$ <u>100.00</u> .
Signature of a member or an authorized representative of a mem (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.)	ber.
Patrick A. Walters	
Typed or printed name of signee	

Filing Fee: \$250.00 for Application and Affidavit