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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

900002889929--3  
-05/28/99--01089--005  
\*\*\*\*293.75 \*\*\*\*293.75

Re: Commercial Real Estate Advisors, LLC

Dear Madam or Sir:

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

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

Please have these documents properly filed and issue to me a Certificate of Status for this entity. If you have any questions or require additional information, please do not hesitate to contact me.

Name	Availability
Document Examiner	
Updater	
Updater	
cc: Stephen R. Monk, Esq	

Sincerely,

*J. Keith Windle*  
J. Keith Windle

Keith Windle GAVE  
AUTHORIZATION BY PHONE TO  
CORRECT Date Trans. Bus. (#6)  
DATE 6-3-99  
DOC. EXAM *Matt*

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 MAY 28 PM 4:00

2/140037.1

Main Office  
2001 Park Place, Suite 1400  
Birmingham, Alabama 35203-2736  
(205) 521-8000, Fax (205) 521-8800

SouthTrust Tower Office  
420 North 20th Street, Suite 2000  
Birmingham, Alabama 35203-3208  
(205) 521-8000, Fax (205) 521-8500

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 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. Commercial Real Estate Advisors, 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. Alabama  
(Jurisdiction under the law of which foreign limited liability company is organized)
3. \_\_\_\_\_  
(FEI number, if applicable)
4. April 21, 1999  
(Date of Organization)
5. Perpetual  
(Duration: Year limited liability company will cease to exist or "perpetual")
6. Upon Qualification  
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 3595 Grandview Parkway, Suite 400  
Birmingham, Alabama 35243  
(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>John C. Gorecki</u>	<u>Mgr/sr.V.P.</u>	_____	<u>SVP</u>
<u>3595 Grandview Parkway, Suite 400</u>		_____	
<u>Birmingham, Alabama 35243</u>		_____	
<u>Patrick A. Walters</u>	<u>Mgr/V.P.</u>	_____	
<u>3595 Grandview Parkway, Suite 400</u>		_____	
<u>Birmingham, Alabama 35243</u>		_____	
<u>Michael A. Lawley</u>	<u>Mgr/V.P.</u>	_____	
<u>15 South 20th Street, Suite 1305</u>		_____	
<u>Birmingham, Alabama 35233</u>		_____	

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 MAY 28 PM 4:00  
V.P.

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.)

# 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

A handwritten signature in cursive script, reading "Jim Bennett".

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, LLC

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 W. Morris

(Signature)

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 Commercial Real Estate  
Advisors, LLC 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 \$ 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 \$ 100.00.  
(This total includes amounts from 2 and 3 above.)



**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.)

Patrick A. Walters

Typed or printed name of signee

**Filing Fee: \$250.00 for Application and Affidavit**