

Division of Corporations

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Florida Department of State
Division of Corporations
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 Katherine Harris, Secretary of State

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To:
 Division of Corporations
 Fax Number : (850) 922-4003

From:
 Account Name : FLORIDA INCORPORATORS, INC.
 Account Number : 075350000473
 Phone : (305) 661-8503
 Fax Number : (603) 761-7427

FOREIGN LIMITED LIABILITY COMPANY**RPT Property, L.L.C.**

Name Availability	MJH
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Certificate of Status	1
Certified Copy	0
Page Count	03
Estimated Charge	\$293.75

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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 TRANSACTION BUSINESS IN THE STATE OF FLORIDA:

1. RPT Property, 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. Texas
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 75-2735602
(FEI number, if applicable)
4. November 10, 1997
(Date of Organization)
5. Perpetual
(Duration: Year limited liability company will cease to exist or "perpetual")
6. Upon Registration
(Date first transacted business in Florida. (See sections 608.301, 608.502, and 817.155, F.S.))
7. PMB 298, 222 Lakeview Ave. - Ste 160
West Palm Beach, FL 33401
(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:

John Robinson MGR
101 Academy Blvd.
Fort Worth, TX 76108

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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 oath of the translator must be submitted.)

Florida Incorporators, Inc.

1221 Brickell Ave. Ste. 900

Miami, FL 33131 (305) 661-8503

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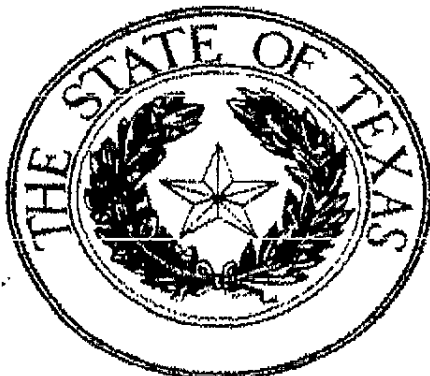
The State of Texas

SECRETARY OF STATE

IT IS HEREBY CERTIFIED that
Articles of Organization of

RPT PROPERTY, L.L.C.
File No. 7031037-22

were filed in this office and a certificate of organization was issued to this limited liability company, and no certificate of dissolution is in effect and the company is currently in existence.



*IN TESTIMONY WHEREOF, I have hereunto
signed my name officially and caused to be
impressed hereon the Seal of State at my office in
the City of Austin, on June 3, 1999.*

Elton Bomer
Secretary of State

PEH

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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 TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE
STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

RPT Property, L.L.C.

2. The name and the Florida street address of the registered agent and office are:

Florida Incorporators, Inc
(Name)

1221 Brickell Ave., Suite 900
Florida street address (P.O. Box **NOT** ACCEPTABLE)

Miami, Florida 33131
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.

Florida Incorporators, Inc.

By:


(Signature)
Mark Hankins, President

Filing Fee: \$ 35 for Designation of Registered Agent

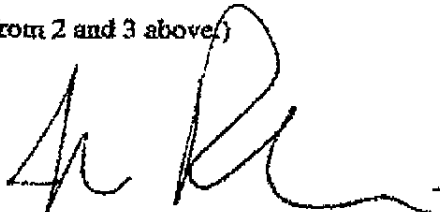
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**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN
LIMITED LIABILITY COMPANY**

The undersigned member or authorized representative of a member of _____
RPT Property, 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 \$ 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 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.)

John D. Robinson

Typed or printed name of signee

Filing Fee: \$250.00 for Application and Affidavit

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