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*** TX STATUS REPORT ***

AS OF JUL 28 1999 14:54 PAGE.01

PROSKAUER ROSE

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Division of Corporations

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FOREIGN LIMITED LIABILITY COMPANY

Schumacker/Carter, LLC

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

July 28, 1999

PROSKAUER ROSE GOETZ & MENDELSON

SUBJECT: SCHUMACKER/CARTER, LLC
REF: W99000017518

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

You must provide this office with the agreed value and a written description of the property and/or services you refer to in your affidavit. You may amend your affidavit to include this description or include an attachment.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

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Michelle Hodges
Document Specialist

FAX Aud. #: H99000018641
Letter Number: 699A00038562

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

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. SCHUMACKER/CARTER, LLC

(Name of foreign limited liability company must end with the words "limited liability company" or "limited company" or their abbreviations "L.L.C." or "L.C." if not so contained in the name at present.)

2. Delaware

3. applied for

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

(FEI number, if applicable)

4. June 24, 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. 1389 N.W. 136th Avenue

Sunrise, FL 33323

(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:

Schumacker Management, Inc.

MGRM

1389 N.W. 136th Avenue

Sunrise, FL 33323

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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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.)

Donald E. Thompson, II, Esq. FL Bar No. 0608262
Proskauer Rose LLP, 2255 Glades Road, Suite 340W
Boca Raton, FL 33431 561/995-4721

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State of Delaware

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Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SCHUMACKER/CARTER, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-THIRD DAY OF JULY, A.D. 1999.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "SCHUMACKER/CARTER, LLC" WAS FORMED ON THE TWENTY-FOURTH DAY OF JUNE, A.D. 1999.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.



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Edward J. Freel, Secretary of State

9883826

AUTHENTICATION:

07-23-99

DATE:

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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:

SCHUMACKER/CARTER, 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.

CT Corporation System

Barbara A. Burke

(Signature)

**BARBARA A. BURKE
SPECIAL ASSISTANT SECRETARY**

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 _____
SCHUMACKER/CARTER, 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 \$ 850.00 ;
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ 150.00 ;
(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 \$ 1,000.00 .
(This total includes amounts from 2 and 3 above.)

Schumacker/Carter, LLC

By: Schumacker Management, Inc., Managing Member

By: Joseph P. Schumacker

President

Signature of a member or 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.)

Joseph P. Schumacker

Typed or printed name of signee

- * The contributed property consists of certain real property and related improvements located in Lake Worth, Florida and Dallas and Fort Worth, Texas. The agreed value of the contributed property is net of certain assumed mortgage liabilities relating to such property.

Filing Fee: \$250.00 for Application and Affidavit

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