

M99000001236



THE UNITED STATES CORPORATION COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 329537 4312639

AUTHORIZATION : 337.50

COST LIMIT : \$~~285.08~~

Patricia Pizub

ORDER DATE : August 3, 1999

ORDER TIME : 2:54 PM

ORDER NO. : 329537-010

700002952057-7

CUSTOMER NO: 4312639

CUSTOMER: Ms. Mary Keogh Skadden Arps Slate Meagher &

Po Box 636 Wilmington, DE 19899

FOREIGN FILINGS

NAME: CAX RIVERSIDE III, L.L.C.

5

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson

01095

01097

bx 8/5/99

RECEIVED 99 AUG -5 PM 3:54

FILED SECRETARY OF STATE DIVISION OF CORPORATIONS 99 AUG -5 AM 7:55

**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.

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1. The name of the Limited Liability Company is:

CAX Riverside III, L.L.C.

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

CORPORATION SERVICE COMPANY

(Name)
1201 HAYS STREET

Florida street address (P.O. Box NOT ACCEPTABLE)
TALLAHASSEE FL 32301

(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.

~~C.T. CORPORATION SYSTEM~~ CORPORATION SERVICE COMPANY

Laura P. Dwyer
(Signature)

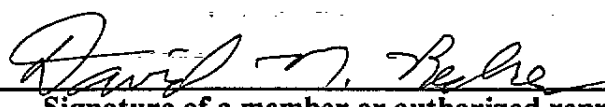
Filing Fee: \$ 35 for Designation of Registered Agent

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN LIMITED LIABILITY COMPANY

The undersigned member or authorized representative of a member of CAX Riverside III, L.L.C.
_____ certifies:

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- 1) the above named limited liability company has at least two members;
- 2) the total amount of cash contributed by the member(s) is \$ 1,000
- 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 \$ 1,000
(This total includes amounts from 2 and 3 above.)



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.)

Commercial Assets, Inc.
David Becker, Chief Financial Officer

Typed or printed name of signee

Filing Fee: \$250.00 for Application and Affidavit

State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CAX RIVERSIDE III, L.L.C." 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 THIRD DAY OF AUGUST, A.D. 1999.

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

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "CAX RIVERSIDE III, L.L.C." WAS FORMED ON THE TWENTY-NINTH DAY OF APRIL, A.D. 1999.



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Edward J. Freel

Edward J. Freel, Secretary of State



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AUTHENTICATION: 9901740
DATE: 08-03-99