

MA9000001447



ACCOUNT NO. : 072100000032

REFERENCE : 365779 4612384

AUTHORIZATION :

Patricia Pigott

COST LIMIT : \$ 285.00

ORDER DATE : September 7, 1999

ORDER TIME : 10:24 AM

700002987127--7

ORDER NO. : 365779-005

CUSTOMER NO: 4612384

CUSTOMER: Robin Broughton, Legal Asst
Mcguire Woods Battle & Boothe
One James Center
901 East Cary St
Richmond, VA 23219

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 SEP 14 PM 1:06

FOREIGN FILINGS

NAME: GRAY PROPERTY 3204, LLC

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tamara Odom

199A-45414

Name	
Availability	MJH
Document Examiner	
Updater	
Water verifier	
Acknowledgment	
V. P. Verifier	

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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. Gray Property 3204, 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. Virginia
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 54-1874830
(FEI number, if applicable)
4. December 2, 1997
(Date of Organization)
5. Perpetual
(Duration: Year limited liability company will cease to exist or "perpetual")
6. September 9, 1999
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.)
7. c/o GrayCo, Inc., Riverfront Plaza - East Tower, 951 E. Byrd Street, Suite 910, Richmond,
Virginia 23219
(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>Gray Holdings, LLC</u>	<u>Manager/Memk</u>		
<u>c/o GrayCo, Inc.</u>			
<u>Riverfront Plaza - East T</u>			
<u>951 E. Byrd St. Suite 910</u>			
<u>Richmond, VA 23219</u>			
<u></u>			
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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.)

Commonwealth of Virginia



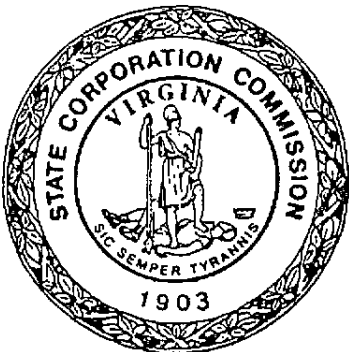
State Corporation Commission

I Certify the Following from the Records of the Commission:

A Virginia Limited Liability Company certificate was filed in this office on December 02, 1997 by GRAY PROPERTY 3204, LLC.

A certificate of cancellation has not been filed in this office by GRAY PROPERTY 3204, LLC.

Nothing more is hereby certified.



*Signed and Sealed at Richmond on this Date:
September 8, 1999*

Joel H. Peck

Joel H. Peck, Clerk of the Commission

**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:

Gray Property 3204, LLC

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.

By: 

(Signature)

Filing Fee: \$ 35 for Designation of Registered Agent

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

The member or authorized representative of a member of Gray Property 3204, LLC

RICHARD K. McCARTY

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 \$ 14,525,000;
- 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 \$ 14,525,000.
(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.)

RICHARD K. McCARTY

Typed or printed name of signee

Filing Fee: \$250.00 for Application and Affidavit