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CLEARWATER, FLORIDA 33756
(813) 441-8966 FAX (813) 442-8470

IN REPLY REFER TO:

September 10, 1999

P. O. Box 1531
Tampa, FL 33601

VIA FEDERAL EXPRESS

Registration Section
Division of Corporations
Florida Department of State
409 E. Gaines Street
Tallahassee, Florida 32399

9000002985689--6
-09/13/99-01132-009
****346.25 ****346.25

Re: Applications by Maryland Limited Liability Companies for Authorization to Transact Business in Florida / Tampa-Sheldon LLC, Tampa-Sheldon II LLC and Osprey Property Group LLC

Dear Sir or Madam:

Enclosed please find applications for authorization to transact business in Florida from Tampa-Sheldon LLC, Tampa-Sheldon II LLC and Osprey Property Group LLC. For each of these applications, we have enclosed the completed and executed application form, a Certificate of Good Standing from the State of Maryland, and a check for \$346.25 (for the filing fee, a certified copy and a certificate of status), made payable to the Florida Department of State.

Please contact me at 813-273-4344 if you have any questions or need additional information regarding these applications. Thank you for your attention to this matter.

Sincerely,


Gordon J. Schiff

Enclosures

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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. Tampa-Sheldon II, 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. Maryland
(Jurisdiction under the law of which foreign limited liability
company is organized)
3. Pending
(FEI number, if applicable)
4. 8/24/99
(Date of Organization)
5. 12/31/2046
(Duration: Year limited liability company will cease to
exist or "perpetual")
6. Estimated start date of transacting business in Florida: 10/1/99
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. c/o Osprey Property Group LLC, 147 Old Solomons Island Road,
Suite 210, Annapolis, Maryland 21401
(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:

David R. Lewis

147 Old Solomons Is. Road
Suite 210
Annapolis, Maryland 21401

(Member)

Brett Guy

147 Old Solomons Is. Road
Suite 210
Annapolis, Maryland 21401

(Member)

Gregg Martin

Member

1121 East Garrison Blvd.

(Member)

Gastonia, N. Carolina 28054

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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.)

**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:

Tampa-Sheldon II LLC

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

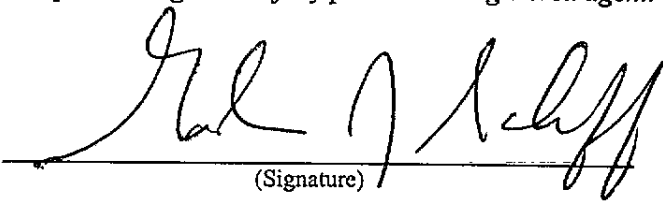
Gordon J. Schiff, Esquire
(Name)

400 N. Tampa Street, Suite 2300
Florida street address (P.O. Box **NOT** ACCEPTABLE)

Tampa FL 33602
City/State/Zip

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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.

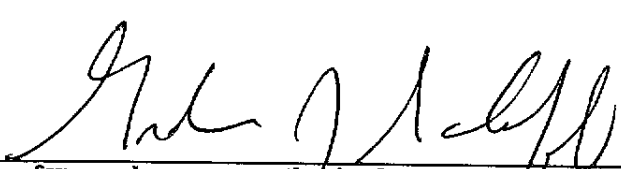

(Signature)

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 Tampa-Sheldon II 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 \$ 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.)

Gordon J. Schiff, Esq., as Registered Agent
Typed or printed name of signee

Filing Fee: \$250.00 for Application and Affidavit

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STATE OF MARYLAND
Department of Assessments and Taxation

I, PAUL ANDERSON OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF THE STATE OF MARYLAND, DO HEREBY CERTIFY THAT THE DEPARTMENT, BY LAWS OF THE STATE, IS THE CUSTODIAN OF THE RECORDS OF THIS STATE RELATING TO LIMITED LIABILITY COMPANIES OR THE RIGHTS OF LIMITED LIABILITY COMPANIES TO TRANSACT BUSINESS IN THIS STATE, AND THAT I AM THE PROPER OFFICER TO EXECUTE THIS CERTIFICATE.

I FURTHER CERTIFY THAT TAMPA-SHELDON II LLC IS A LIMITED LIABILITY COMPANY EXISTING UNDER AND BY VIRTUE OF THE LAWS OF THE STATE OF MARYLAND, AND THAT THE LIMITED LIABILITY COMPANY IS AT THE TIME OF THIS CERTIFICATE IN GOOD STANDING TO TRANSACT BUSINESS.

IN WITNESS WHEREOF, I HAVE HEREUNTO SUBSCRIBED MY SIGNATURE AND AFFIXED THE SEAL OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND AT BALTIMORE ON THIS SEPTEMBER 01, 1999.



Paul B. Anderson
Charter Division



301 West Preston Street, Baltimore, Maryland 21201
Telephone Balto. Metro (410) 767-1340 / Outside Balto. Metro (888) 246-5941 0000319098
MRS (Maryland Relay Service) (800) 735-2258 TT/Voice
Fax (410) 333-7097

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