

MA9000001492



ACCOUNT NO. : 072100000032

REFERENCE : 381745 4812402

AUTHORIZATION : Patricia Pigute

COST LIMIT : \$ 285.00

ORDER DATE : September 21, 1999

ORDER TIME : 2:33 PM

ORDER NO. : 381745-005

200002994272--7

CUSTOMER NO: 4812402

CUSTOMER: Merry H. Pieper, Legal Asst
Calfee, Halter & Griswold LLP
1400 McDonald Investment Ctr.
800 Superior Avenue
Cleveland, OH 44114-2688

FOREIGN FILINGS

NAME: NORTH FEDERAL HIGHWAY, L.L.C.

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janine Lazzarini

Name	MJH
Availability	
Document Examiner	
Updater	
Verifier	
Acknowledgement	
P. Verifier	

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 SEP 22 PM 4:43

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
FALLS CHURCH, VA 22044

RECEIVED
99 SEP 22 PM 3:14

**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. North Federal Highway, 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. Delaware
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 31-6159380
(FEI number, if applicable)
4. July 22, 1999
(Date of Organization)
5. perpetual
(Duration: Year limited liability company will cease to exist or "perpetual")
6. September 1, 1999
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. c/o Legg Mason Real Estate Services, Inc., Mellon Bank Center, 12th Floor, 1735
Market Street, Philadelphia, Pennsylvania 19103
(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>Richard K. Layman</u>	<u>Manager</u>		
<u>c/o Legg Mason Real Estate Services, Inc..</u>			
<u>Mellon Bank Center, 12th Floor,</u>			
<u>1735 Market Street, Philadelphia, PA 19103</u>			

<u>Kathleen M. Hands</u>	<u>Manager</u>		
<u>c/o Legg Mason Real Estate Services, Inc.</u>			
<u>Mellon Bank Center, 12th Floor,</u>			
<u>1735 Market St., Philadelphia, PA 19103</u>			

<u>Eugene J. Veneziale</u>	<u>Manager</u>		
<u>c/o Legg Mason Real Estate Services, Inc.</u>			
<u>Mellon Bank Center, 12th Floor,</u>			
<u>1735 Market St., Philadelphia, PA 19103</u>			

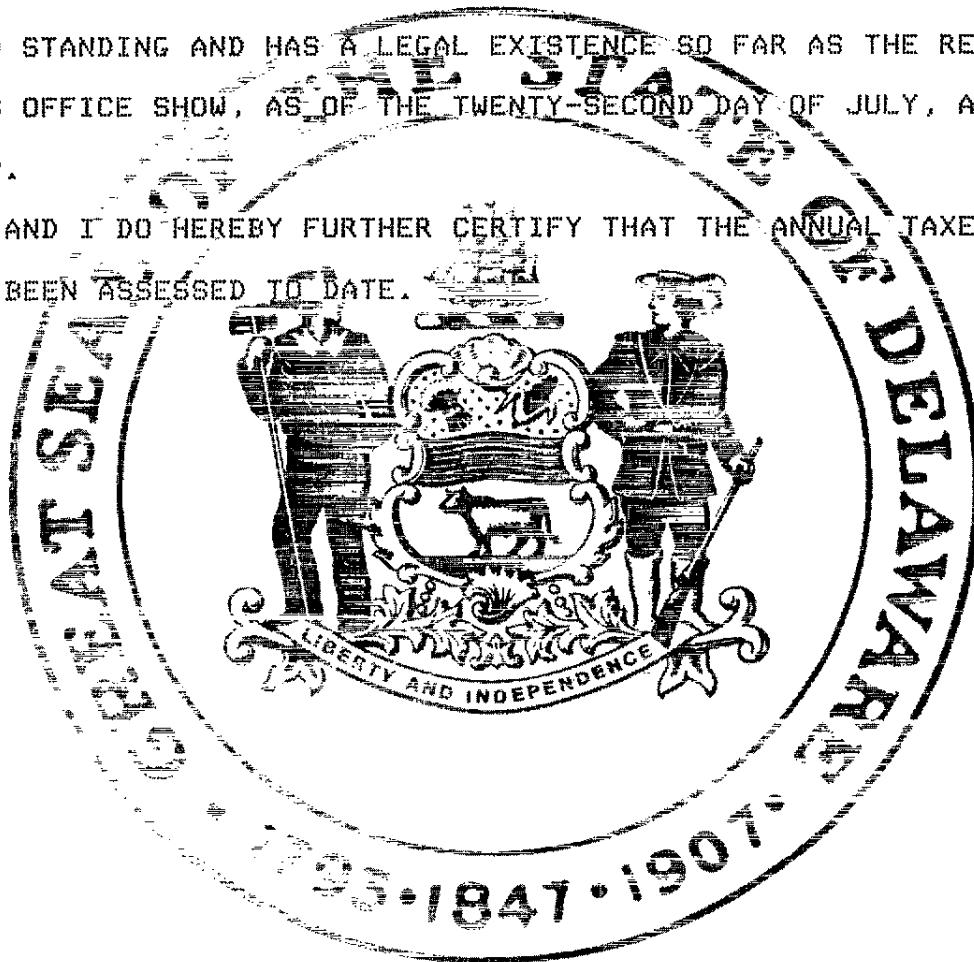
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 SEP 22 PM 4:43

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.)

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "NORTH FEDERAL HIGHWAY, 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 TWENTY-SECOND DAY OF JULY, A.D. 1999.

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



Edward J. Freel

Edward J. Freel, Secretary of State

3072895 8300

991302468

AUTHENTICATION:

9880869

DATE:

07-22-99

**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:

North Federal Highway, 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.

By: Sylvia M. White

(Signature)

Filing Fee: \$ 35 for Designation of Registered Agent

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

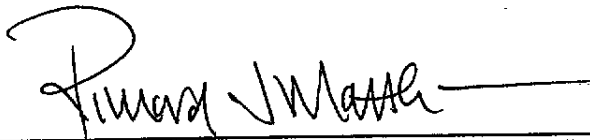
The member or authorized representative of a member of North Federal Highway, L.L.C.
_____ certifies:

1) the above named limited liability company has at least one member;

2) the total amount of cash contributed by the member(s) is \$ 1,000 ;

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 \$ 26,001,000 .
(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.)

PERS Holding Company Limited, L.L.C., by Richard J. Mattera, Authorized
Typed or printed name of signee Representative

Filing Fee: \$250.00 for Application and Affidavit