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2004 JUN 15 P 2:16

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

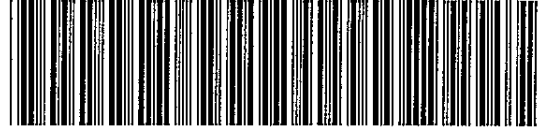
(Business Entity Name)

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**Arnall
Golden
Gregory LLP**

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www.agg.com

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SECRETARY OF STATE
June 14, 2004
TALLAHASSEE, FLORIDA

VIA UPS OVERNIGHT
Florida Department of State
Division of Corporations
Corporate Filings
PO. Box 6327
Tallahassee, FL 32314

Re: Qualification of Waterford Town Square, LLC ("Waterford") and Design
Development Group, LLC ("Design Development") in the State of Florida

Dear Sir or Madam:

I am enclosing the following to be filed with the Florida Department of State:

1. Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida ("Application") for Waterford;
2. Certificate of Designation of Registered Agent/Registered Office ("Certificate") for Waterford;
3. Certificate of Existence from the Georgia Secretary of State for Waterford;
4. A check from Waterford made payable to the Florida Department of State in the amount of \$155.00 to be applied toward the filing fee of the qualification as well as a certified copy;
5. Application for Design Development;
6. Certificate for Design Development;
7. Certificate of Existence from the Georgia Secretary of State for Design Development; and
8. A check from Design Development made payable to the Florida Department of State in the amount of \$155.00 to be applied toward the filing fee of the qualification as well as a certified copy;

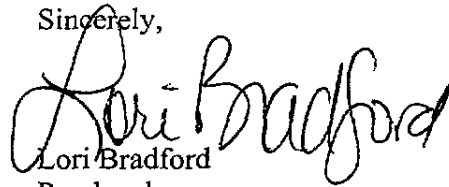
Once the documents are filed please notify me via email and forward the certified copies to me via overnight mail. An invoice for CSC's remaining service fees should be sent directly to me for payment.

**Arnall
Golden
Gregory LLP**

Florida Department of State
June 14, 2004
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Thank you for your assistance regarding this matter.

Sincerely,


Lori Bradford
Paralegal

Enclosures

cc: Jack K. Holland, Esquire

FILED

**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 TRANSACT BUSINESS IN THE STATE OF FLORIDA:

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. Waterford Town Square, LLC
(Name of foreign limited liability company)
2. Georgia
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 20-1023931
(FEI number, if applicable)
4. April 15, 2004
(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. 1201 West Peachtree Street, Suite 2800, Atlanta, Georgia 30309-3450
(Street address of principal office)

8. If limited liability company is a manager-managed company, check here

9. The name and usual business addresses of the managing members or managers are as follows:

Lynn W. Washburn, 999 Caxambas Drive, Marco Island, Florida 34145

Lynne

10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction 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.)

11. Nature of business or purposes to be conducted or promoted in Florida: May engage in any activity

or business permitted under the laws of the United States and of the State of Florida.

Lynn W. Washburn
Signature of a member or an authorized representative of a member.

(In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Lynn W. Washburn

Lynne

Typed or printed name of signee

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CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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:

Waterford Town Square, LLC

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

Lynne W. Washburn

(Name)

999 Caxambas Drive

Florida street address (P.O. Box **NOT** ACCEPTABLE)

Marco Island

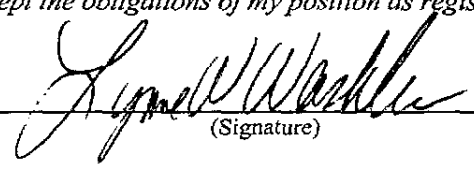
FL

34145

(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 as provided for in Chapter 608, F.S.

By:



(Signature)

- \$ 100.00 Filing Fee for Application
- \$ 25.00 Designation of Registered Agent
- \$ 30.00 Certified Copy (optional)
- \$ 5.00 Certificate of Status (optional)

Secretary of State
Corporations Division
315 West Tower
#2 Martin Luther King, Jr. Dr.
Atlanta, Georgia 30334-1530

CONTROL NUMBER : 0423711
DATE INC/AUTH/FILED: 04/15/2004
JURISDICTION : GEORGIA
PRINT DATE : 05/13/2004
FORM NUMBER : 211

ARNALL, GOLDEN & GREGORY, LLP
LORI BRADFORD
1201 WEST PEACHTREE STREET, SUITE 2800
ATLANTA, GA 30309-3400

CERTIFICATE OF EXISTENCE

I, Cathy Cox, the Secretary of State of the State of Georgia, do hereby certify under the seal of my office that as of the above print date

WATERFORD TOWN SQUARE, LLC
A GEORGIA LIMITED LIABILITY COMPANY

is in compliance with the applicable filing and annual registration provisions of Title 14 of the Official Code of Georgia Annotated.

Said entity was formed in the jurisdiction stated above or was authorized to transact business in Georgia on the above date and has not filed articles of dissolution, certificate of cancellation or any other similar document with the Office of the Secretary of State.

This certificate relates only to the legal existence of the above-named entity as of the print date above. It does not certify whether or not a notice of intent to dissolve, an application for withdrawal, a statement of commencement of winding up or any other similar document has been filed or is pending with the Secretary of State.

This information is electronically transmitted, issued and certified in accordance with the Georgia Electronic Records and Signatures Act and Title 14 of the Official Code of Georgia Annotated and is prima-facie evidence that said entity is in existence or is authorized to transact business in this state.

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Cathy Cox
Secretary of State