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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

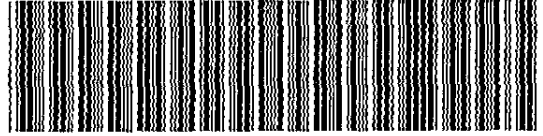
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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03 JUN 16 AM 11:16
DIVISION OF CORPORATION

FILED
03 JUN 16 PM 12:48
TALLAHASSEE, FLORIDA

BIC

CT CORPORATION

June 16, 2003

Secretary of State, Florida
409 East Gaines Street
Tallahassee FL 32399

03 JUN 16 PM 12:48
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: Order #: 5872939 SO
Customer Reference 1:
Customer Reference 2:

Dear Secretary of State, Florida:

Please file the attached:

CL Realty, L.L.C. (DE)
Registration
Florida

Enclosed please find a check for the requisite fees. Please return evidence of filing(s) to my attention.

If for any reason the enclosed cannot be filed upon receipt, please contact me immediately at (850) 222-1092. Thank you very much for your help.

Sincerely,

Melanie S Strickland
Fulfillment Specialist
Melanie_Strickland@cch-lis.com

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO
TRANSACT 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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TALLAHASSEE, FLORIDA

1. CL Realty, L.L.C.
(Name of foreign limited liability company)
2. Delaware
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 82-0568549
(FEI number, if applicable)
4. August 29, 2002
(Date of Organization)
5. December 31, 2052
(Duration: Year limited liability company will cease to exist or "perpetual")
6. upon filing
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 2500 Windy Ridge Parkway, Ste 1600
Atlanta, GA. 30339-5683
(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 ~~XXXXXX~~ are as follows:

<u>Lumbermen's Investment Corporation/</u>	<u>Cousins Real Estate Corp</u>
<u>1300 S. Mopac</u>	<u>2500 WindyRidge Pkwy Ste 1600</u>
<u>Austin, Texas 78746</u>	<u>Atlanta, GA 30339</u>
<u>Attention: President</u>	<u>Attn: Jim Fleming,</u>
	<u>General Counsel</u>

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: Acquiring and
developing Real Estate for residential communities, primarily
single family detached housing.

Lumbermen's Investment Corporation, by
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.)

Craig A. Knight, President
Typed or printed name of signee

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

03 JUN 16 PM 12:48
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TALLAHASSEE, FLORIDA
SECRETARY OF STATE

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:

CL Realty, L.L.C.

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

C T Corporation System

(Name)

c/o C T Corporation System, 1200 South Pine Island Road

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

Plantation,

FL

33324

(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.

C T Corporation System

By:

Jennifer K. Miller
(Signature)

Jennifer K. Miller
Assistant Secretary

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

Delaware

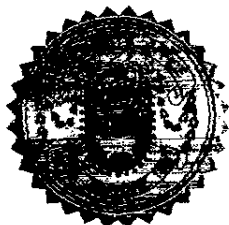
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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CL REALTY, 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 THIRTEENTH DAY OF JUNE, A.D. 2003.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE BEEN PAID TO DATE.

03 JUN 16 11:48 AM
FILED
SECRETARY OF STATE
DELAWARE



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 2473146

DATE: 06-13-03

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