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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

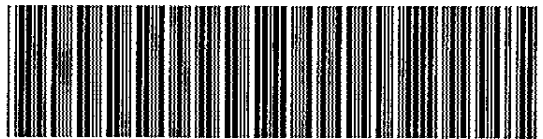
(Business Entity Name)

(Document Number)

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DIVISION OF CORPORATION

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04 JAN 23 PM 4:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 072100000032
REFERENCE : 406103 4305738
AUTHORIZATION : *Patricia Pajda*
COST LIMIT : \$ 160.00

FILED
04 JAN 23 PM 4:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : January 22, 2004
ORDER TIME : 11:23 AM
ORDER NO. : 406103-050
CUSTOMER NO: 4305738

CUSTOMER: Ms. Becky Heath
Hirschler Fleischer
Bldg. 701, Federal Reserve
Bank Building 701 East Byrd
Richmond, VA 23219

FOREIGN FILINGS

NAME: USA HAMPTONS 8, LLC

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- XX CERTIFIED COPY
- PLAIN STAMPED COPY
- XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Darlene Ward -- EXT# 2935

EXAMINER: _____

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:

04 JUN 23 PM 4:24
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TALLAHASSEE, FLORIDA

1. USA Hamptons 8, LLC
(Name of foreign limited liability company)
2. Delaware
(Jurisdiction under the law of which foreign limited liability company is organized)
3. _____
(FEI number, if applicable)
4. December 22, 2003
(Date of Organization)
5. Perpetual
(Duration: Year limited liability company will cease to exist or "perpetual")
6. immediately upon acceptance of this Application for Authority
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 701 East Byrd Street, 15th Floor, Richmond, Virginia 23219
(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:

Mark A. Kitson, 111 Mohawk Court, Lima, Ohio 45806

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: real estate transaction

Lara D. Coleman
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.)
Lara D. Coleman, Authorized Representative of Member
Typed or printed name of signee

**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:

USA Hamptons 8, 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 as provided for in Chapter 608, F.S.

Cristal Bales, Asst. Secretary
(Signature)

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

Delaware

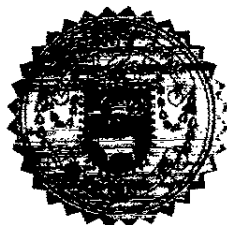
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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "USA HAMPTONS 8, LLC" 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 SECOND DAY OF JANUARY, A.D. 2004.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "USA HAMPTONS 8, LLC" WAS FORMED ON THE TWENTY-SECOND DAY OF DECEMBER, A.D. 2003.

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



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3743676 8300

AUTHENTICATION: 2846200

030828539

DATE: 01-02-04