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FILED  
04 OCT - 1 AM 10:50  
TALLAHASSEE, FLORIDA

LAW OFFICES  
McDONNELL, CONLEY, ARSLANIAN & NEVEUX, LLP  
*A Professional Limited Liability Partnership*  
38500 Woodward Avenue, Suite 300  
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August 18, 2004

VIA CERTIFIED MAIL 7002 0860 0003 4877 0239

Registration Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

Re: South Harbor Properties, LLC

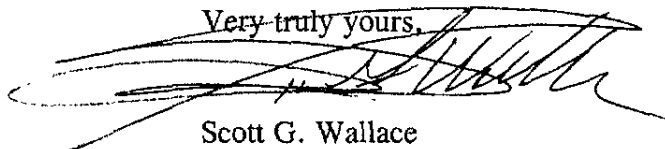
Dear Sir or Madam:

Enclosed please find the following:

1. Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida;
2. Certificate of Designation of Registered Agent/Registered Office;
3. Certified Certificate of Existence, dated July 21, 2004, and issued by the State of Michigan, Department of Labor and Economic Growth; and
4. Our Firm's check in the amount of \$155.00 for the filing fee, designation of registered agent fee, and certified copy fee.

Please process these documents in accordance with your usual procedures. If you have questions regarding the foregoing, please call.

Very truly yours,



Scott G. Wallace

/sgw

cc: Mr. Donald E. Waggoner II (w/ out enclosures)  
Mrs. Laura A. Calender (w/ out enclosures)  
Ms. Kay Velletta (w/ out enclosures)

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:

1. South Harbor Properties, LLC (Name of Foreign Limited Liability Company)

2. Michigan (Jurisdiction under the law of which foreign limited liability company is organized) 3. 20-1454856 (FEI number, if applicable)

4. July 21, 2004 (Date of Organization) 5. Perpetual (Duration: Year limited liability company will cease to exist or "perpetual")

6. (Date first transacted business in Florida, if prior to registration.) (See sections 608.501 & 608.502 F.S. to determine penalty liability)

7. 930 Cambridge Berkley, Michigan 48072 (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: The Donald E. Waggoner Amended and Restated Living Trust Dated December 3, 1996, c/o Donald E. Waggoner, II, Laura A. Calender, and Kay Valletta, as Successor Co-Trustees, 930 Cambridge, Berkley, Michigan 48072

FILED 04 OCT - 11 AM 10:50 SECURITIES DIVISION TALLAHASSEE, FLORIDA

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: owning and renting real property

Laura A. Calender 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.) Laura A. Calender, Co-Trustee 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:

South Harbor Properties, LLC

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

A1A Registered Agent, Inc.

(Name)

92 Sadberry Road

Florida Street Address (P.O. Box **NOT** ACCEPTABLE)

Quincy

FL 32351

City/State/Zip

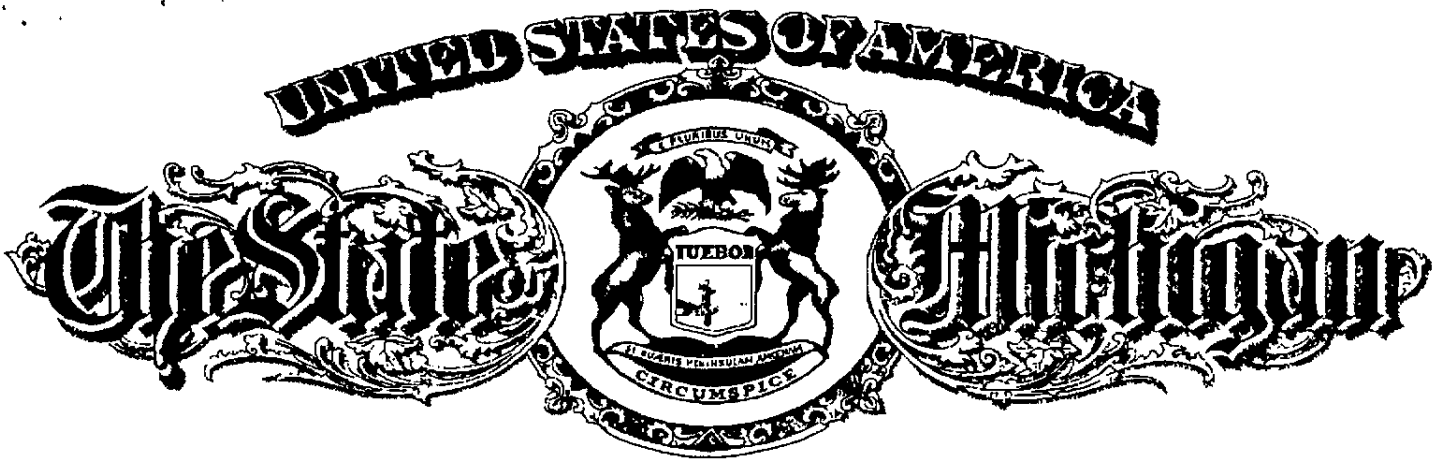
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
04 OCT - 1 AM '08  
FILED

*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, Florida Statutes.*

*Lo Sticee*

(Signature)

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



Michigan Department of Consumer and Industry Services

Lansing, Michigan

*This is to Certify That*

**SOUTH HARBOR PROPERTIES, LLC**

*was validly organized on July 21, 2004 as a Limited Liability Company. Said Limited Liability Company is validly in existence under the laws of this state and has satisfied its annual filing obligations.*

*This certificate is issued pursuant to the provisions of 1993 PA 23, as amended, to attest to the fact that the company is in good standing in Michigan as of this date.*

*This certificate is in due form, made by me as the proper officer, and is entitled to have full faith and credit given it in every court and office within the United States.*

*In testimony whereof, I have hereunto set my hand,  
in the City of Lansing, this 15th day of September, 2004*

Bureau of Commercial Services

,Director