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(Requestor's Name)

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(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

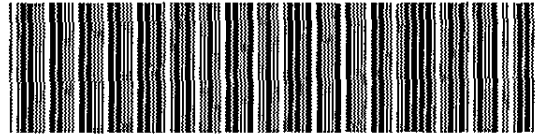
(Business Entity Name)

(Document Number)

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TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATIONS
DEPARTMENT OF STATE



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 577360 4311639

AUTHORIZATION

Spuddean

COST LIMIT : \$ 155.00

06 NOV -6 PM 4:02
FILED
SEALING CL STATE
TALLAHASSEE, FLORIDA

ORDER DATE : November 3, 2006

ORDER TIME : 11:53 AM

ORDER NO. : 577360-030

CUSTOMER NO: 4311639

FOREIGN FILINGS

NAME: MSKP SEA RANCH, LLC

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Cindy Harris -- EXT# 2937

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:

- 1. MSKP SEA RANCH, LLC (Name of Foreign Limited Liability Company)
2. DELAWARE (Jurisdiction under the law of which foreign limited liability company is organized)
3. APPLIED FOR (FEI number, if applicable)
4. OCTOBER 4, 2006 (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, if prior to registration.)
7. 9055 IBIS BOULEVARD, WEST PALM BEACH, FLORIDA 33412 (Street Address of Principal Office)

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TALLAHASSEE, FLORIDA

- 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:
BABCOCK FLORIDA COMPANY, 9055 IBIS BOULEVARD, WEST PALM BEACH, FL 33412

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: ANY LAWFUL BUSINESS PERMITTED BY THE LAWS OF THE STATE OF FLORIDA.

Babcock Florida Company, Member
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.)
By: Sydney W. Kitson, Chief Executive Officer
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:

MSKP SEA RANCH, 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, Florida Statutes.

Corporation Service Company

By: Cynthia L. Harris

(Signature)

**Cynthia L. Harris
as its agent**

\$ 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 "MSKP SEA RANCH, 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 SIXTH DAY OF NOVEMBER, A.D. 2006.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "MSKP SEA RANCH, LLC" WAS FORMED ON THE FOURTH DAY OF OCTOBER, A.D. 2006.

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



4230322 8300

061015033

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5173056

DATE: 11-06-06