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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP  WAIT  MAIL

(Business Entity Name)

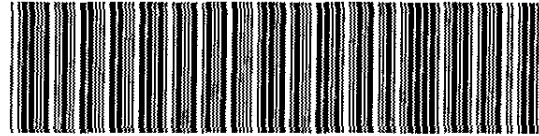
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SECRETARY OF STATE  
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**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** Sunbelt Management LLC  
(Name of Limited Liability Company)

The enclosed "Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida," Certificate of Existence, and check are submitted to register the above referenced foreign limited liability company to transact business in Florida..

Please return all correspondence concerning this matter to the following:

Anne Beaumont Nichols  
(Name of Person)

Sunbelt Management LLC  
(Firm/Company)

1221 Brickell Avenue, Suite 2660  
(Address)

Miami, FL 33131  
(City/State and Zip Code)

SECRETARY OF STATE  
TALLAHASSEE, FL 32301  
07 MAR -9 PM 11:21  
FILE

For further information concerning this matter, please call:

Anne Beaumont Nichols at ( 786 ) 4252429  
(Name of Person) (Area Code & Daytime Telephone Number)

**MAILING ADDRESS:**  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**STREET ADDRESS:**  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

Enclosed is a check for the following amount:

- \$125.00 Filing Fee     \$130.00 Filing Fee & Certificate of Status     \$155.00 Filing Fee & Certified Copy     \$160.00 Filing Fee, Certificate of Status & Certified Copy



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

March 1, 2007

ANNE BEAUMONT NICHOLS  
1221 BRICKELL AVENUE, SUITE 2660  
MIAMI, FL 33131

SUBJECT: SUNBELT MANAGEMENT LLC  
Ref. Number: W07000010497

07 MAR -9 PM 4: 21  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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We have received your document for SUNBELT MANAGEMENT LLC and your check(s) totaling \$160.00. However, the document has not been filed and is being retained in this office for the following:

A certificate of existence or a certificate of good standing, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6984.

Deborah Bruce  
Document Specialist

Letter Number: 507A00014857

**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 TRANSACTION BUSINESS IN THE STATE OF FLORIDA:*

1. Sunbelt Management LLC  
(Name of Foreign Limited Liability Company)

2. Delaware 3. 20-4535650  
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. 22 - March - 2006 5. perpetual  
(Date of Organization) (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. 1221 Brickell Avenue, Suite 2660  
Miami, FL 33131  
(Street Address of Principal Office)

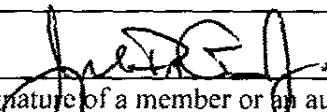
8. If limited liability company is a manager-managed company, check here

9. The name and usual business addresses of the managing members or managers are as follows:  
Joseph E. DaGrosa, Jr., John Sicilian, David Neithardt, and James Millen  
1221 Brickell Avenue, Suite 2660  
Miami, FL 33131

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
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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: Consulting

  
\_\_\_\_\_  
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.)  
Joseph E. DaGrosa, Jr.  
\_\_\_\_\_  
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:

Sunbelt Management LLC

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

Anne Beaumont Nichols

(Name)

1221 Brickell Avenue, Suite 2660

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

Miami

FL 33131

City/State/Zip

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TALLAHASSEE, FLORIDA  
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*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.*

Anne Nichols  
(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

*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SUNBELT MANAGEMENT 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 NINTH DAY OF MARCH, A.D. 2007.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "SUNBELT MANAGEMENT LLC" WAS FORMED ON THE TWENTY-FIRST DAY OF MARCH, A.D. 2006.

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

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*Harriet Smith Windsor*  
AUTHENTICATOR  
Harriet Smith Windsor, Secretary of State

DATE: 03-09-07