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CORPORATION NAME(S) AND DOCUMENT NUMBER(S) (if known):

Sanctuary 4298 Investments LLC

600002926456--5
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<input type="checkbox"/>	Profit
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AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A. Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input checked="" type="checkbox"/>	Foreign <u>LLC</u>
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Ordered By: _____

Date: _____

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99 JUL -8 AM 11:35
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

66-21-1
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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

July 8, 1999

UCC FILING & SEARCH SERVICES

SUBJECT: SANCTUARY 4298 INVESTMENTS, LLC
Ref. Number: W99000015743

We have received your document for SANCTUARY 4298 INVESTMENTS, LLC and your check(s) totaling \$285.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

You must list your Federal Employer Identification Number in the appropriate block. If applied for, enter "applied for", or if not applicable, enter "N/A".

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) 487-6043.

Shawn Logan
Document Specialist

Letter Number: 899A00035495

Corrected

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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**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. Sanctuary 4298 Investments, LLC
(Name of foreign limited liability company must end with the words "limited company" or their abbreviation "L.C." if not so contained in the name at present.)
2. Delaware
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 58-2458529
(FEI number, if applicable)
4. May 17, 1999
(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. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 9 East Loockerman Street
Dover, Delaware 19901
(Street address of principal office)
8. List name, title, and business address of each managing member[MGRM] or manager[MGR] who will manage the foreign limited liability company in Florida: (attach additional page if necessary)

NAME & ADDRESS:	TITLE:	NAME & ADDRESS:	TITLE:
<u>The Matrob Holdings</u>	<u>MGRM</u>	<u></u>	<u></u>
<u>Limited Partnership</u>		<u></u>	
<u>1162 Fourteenth Place</u>		<u></u>	
<u>Atlanta, Georgia 30309</u>		<u></u>	
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TALLAHASSEE, FLORIDA

9. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the Secretary of State or the proper official having custody of records in the state 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.)

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN
LIMITED LIABILITY COMPANY**

The undersigned member or authorized representative of a member of Sanctuary
4298 Investments, LLC certifies:

- 1) the above named limited liability company has at least one member;
- 2) the total amount of cash contributed by the member(s) is \$ 50,000;
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ 0;
(A description of the property is attached and made a part hereto.)
and
- 4) the total amount of cash and property contributed and anticipated to be contributed
by member(s) is \$ 50,000.
(This total includes amounts from 2 and 3 above.)



Signature of a member or an authorized representative of a member.

(In accordance with section 608.408(3), Florida Statutes, the execution of this
affidavit constitutes an affirmation under the penalties of perjury that the facts
stated herein are true.)

The Matrob Holdings Limited Partnership
By: Matrob Holdings, Inc., its general partner
By: Robert S. Abrams, President

Typed or printed name of signer

Filing Fee: \$250.00 for Application and Affidavit

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TALLAHASSEE, FLORIDA

**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:

Sanctuary 4298 Investments, LLC

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

Robert S. Abrams

(Name)

647 Sanctuary Drive

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

Boca Raton,

FL

33431

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.

Robert S. Abrams

(Signature)

Filing Fee: \$ 35 for Designation of Registered Agent

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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State of Delaware
Office of the Secretary of State

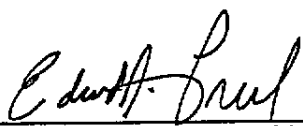
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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SANCTUARY 4298 INVESTMENTS, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SIXTH DAY OF JULY, A.D. 1999.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "SANCTUARY 4298 INVESTMENTS, LLC" WAS FORMED ON THE SEVENTEENTH DAY OF MAY, A.D. 1999.

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




Edward J. Freel, Secretary of State

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AUTHENTICATION:

9848942

DATE:

07-06-99