M98000001244

CCRS
103 N. MERIDIAN STREET, LOWER LEVEL
TALLAHASSEE, FL 32301
222-1173

FILING COVER SHEET
ACCT. #FCA-14

400002885504--3
-05/25/99--01040--011
****105.00 ****105.00

CONTACT: CINDY HICKS

DATE: 5-25-99

REF. #:

CORP. NAME: Southern Comfort Associates, LLC.

( ) ARTICLES OF INCORPORATION (X) [illegible] AMENDMENT ( ) ARTICLES OF DISSOLUTION

( ) ANNUAL REPORT ( ) TRADEMARK/SERVICE MARK ( ) FICTITIOUS NAME

( ) CERT. OF AUTHORITY ( ) LIMITED PARTNERSHIP ( ) LIMITED LIABILITY

( ) REINSTATEMENT ( ) MERGER ( ) WITHDRAWAL

( ) CERTIFICATE OF CANCELLATION ( ) UCC-1 ( ) UCC-3

( ) OTHER:

FILED
99 MAY 25 PM 3:20
SECRETARY OF STATE
TALLAHASSEE FLORIDA

STATE FEES PREPAID WITH CHECK# 5020 FOR $ 105.00

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

Name Availability

Document Examiner DCC

Updater DCC

Updater Verifyer DCC

Acknowledgement DCC

P. Verifyer DCC

Jenny change
n/a

COST LIMIT: $

PLEASE RETURN:

(X) CERTIFIED COPY ( ) CERTIFICATE OF STATUS ( ) PLAIN STAMPED COPY

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

99 MAY 25 AM 10:41

RECEIVED

Examiner's Initials

M98000001244

CCRS
103 N. MERIDIAN STREET, LOWER LEVEL
TALLAHASSEE, FL 32301
222-1173

FILING COVER SHEET
ACCT. #FCA-14

700002899137--3
-06/09/99--01039--006
*****35.00 *****35.00

CONTACT: CINDY HICKS

DATE: 6-9-99

REF. #: 0173.7091

CORP. NAME: Southern Comfort Associates, LLC

( ) ARTICLES OF INCORPORATION (X) ARTICLES OF AMENDMENT ( ) ARTICLES OF DISSOLUTION
( ) ANNUAL REPORT ( ) TRADEMARK/SERVICE MARK ( ) FICTITIOUS NAME
( ) CERT. OF AUTHORITY ( ) LIMITED PARTNERSHIP ( ) LIMITED LIABILITY
( ) REINSTATEMENT ( ) MERGER ( ) WITHDRAWAL
( ) CERTIFICATE OF CANCELLATION ( ) UCC-1 ( ) UCC-3
( ) OTHER:

STATE FEES PREPAID WITH CHECK# 5135 FOR $ 35.00.

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED: Tu bid:

COST LIMIT: $

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Name Availability	
Document Examiner	DCC
Updater	DCC
Verifyer	DCC
Acknowledgement	DCC
W. P. Verifyer	DCC

99 JUN -9 AM 10:37
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Examiner's Initials

m98000001244

FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

May 25, 1999

CINDY HICKS
CCRS
103 N. MERIDIAN STREET, LOWER LEVEL
TALLAHASSEE, FL 32301

SUBJECT: SOUTHERN COMFORT ASSOCIATES, LLC
Ref. Number: M98000001244

We have received your document for SOUTHERN COMFORT ASSOCIATES, LLC and your check(s) totaling $105.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name you are changing to is not available. You will need to do a resolution by the managers to adopt a doing business as name for Florida.

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) 487-6913.

Diane Cushing
Corporate Specialist

Letter Number: 999A00028822

ACTION BY SOLE MEMBER
OF
SOUTHERN COMFORT ASSOCIATES, LLC,
a Delaware limited liability company

The undersigned, being the sole member (the "Member") of Southern Comfort Associates, LLC, a Delaware limited liability company (the "Company"), hereby takes the following action and adopts the following resolutions:

WHEREAS, the Company is a limited liability company duly organized and existing under the laws of the State of Delaware.

NOW, THEREFORE, RESOLVED, that Southern Comfort Associates, LLC, organized and existing in the State of Delaware, hereby adopts the name "Florida - Clearwater Associates, LLC" for use in Florida.

IN WITNESS WHEREOF, the undersigned has executed this Consent as of the 12th day of May, 1999.

FILED
99 MAY 25 PM 2:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

HM Venture II, LLC, a Delaware limited liability company

By: JV II, LLC, a California limited liability company

By: _____
Michael H. Scott, Member

being the sole member of Southern Comfort Associates, LLC, a Delaware limited liability company

APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY TO FILE AMENDMENT TO APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

SECTION I (1-3 must be completed)

1. Name of limited liability company as it appears on the records of the Florida Department of State: Southern Comfort Associates, LLC

2. Jurisdiction of its organization: Delaware

3. Date authorized to do business in Florida: October 22, 1998

FILED
99 MAY 25 PM 3:20
SECRETARY OF STATE
TALLAHASSEE FLORIDA

SECTION II (4-7 complete only the applicable changes)

4. If the amendment changes the name of the limited liability company, when was the change effected under the laws of its jurisdiction of organization?

5. New name of the limited liability company: Clearwater Associates, LLC

(Name must end with the words "limited company" or the abbreviation "L.C." if not so contained in the name at present.)

6. If the amendment changes the period of duration, indicate new period of duration:

7. If the amendment changes the jurisdiction of organization, indicate new jurisdiction:

8. Attached is an original certificate, no more than 90 days old, evidencing the aforementioned amendment(s), duly authenticated by the Secretary of State or the proper official having custody of records under the law of which this entity is organized.

HM VENTURE II, LLC

By: _____
Signature of a member or the authorized representative of a member

JV II, LLC, Managing Member

By Michael H. Scott, Member
Typed or printed name of signee

Filing Fee: $52.50

State of Delaware

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE SAID "SOUTHERN COMFORT ASSOCIATES, LLC", FILED A CERTIFICATE OF AMENDMENT, CHANGING ITS NAME TO "CLEARWATER ASSOCIATES, LLC", THE TWELFTH DAY OF MAY, A.D. 1999, AT 4 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID LIMITED LIABILITY COMPANY IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE NOT HAVING BEEN CANCELLED OR DISSOLVED SO FAR AS THE RECORDS OF THIS OFFICE SHOW AND IS DULY AUTHORIZED TO TRANSACT BUSINESS.

FILED
99 MAY 25 PM 3:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Edward J. Freel, Secretary of State

2950348 8320

991193031

AUTHENTICATION: 9745214

DATE: 05-14-99