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DATE: 03-26-04

NAME: application by foreign lp

TYPE OF FILING: BNP INVESTMENT PROPERTIES, LP

COST: $1,785.00 ATTACHED

RETURN:

~~ACCOUNT: FCA000000015~~

AUTHORIZATION: ~~ABBIE/PAUL HODGE~~

FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

FILED
04 MAR 26 AM 7:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

March 29, 2004

FLORIDA FILING & SEARCH

TALLAHASSEE, FL

SUBJECT: BNP INVESTMENT PROPERTIES, L.P.
Ref. Number: W04000012001

4/2/04 Ok to Resubmit
Please retain original filedate

We have received your document for BNP INVESTMENT PROPERTIES, L.P. and your check(s) totaling $1785.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please note that we have RETAINED your $1,785.00 payment.

Please list the NAME AND FLORIDA STREET ADDRESS of the Registered Agent, and please have the R.A. SIGN the statement in Item 7.,

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) 245-6914.

Buck Kohr
Document Specialist

Letter Number: 404A00020064

APPLICATION BY FOREIGN LIMITED PARTNERSHIP FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

FILED
04 MAR 26 AM 7:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. BNP Investment Properties, L.P.
(Name of limited partnership as it is in the home state)

2. _____
(If name is unavailable, name under which the limited partnership proposes to register or transact business in Florida; must contain the word "LIMITED" or "LTD.")

3. Delaware (State of Formation) 4. MARCH 23, 2004 (Date of Formation)

5. AIA Registered Agent, Inc.
(Name of Registered Agent for Service of Process)

6. 92 Sadberry Road.
(Street Address of Registered Office)

Quincy (City), Florida FL. 32351 (Zip Code)

7. Acceptance by the Registered Agent for Service of Process:

Lisa M. Jones/Behave of AIA Registered Agent, Inc
(Agent must sign on this line)

8. 8075 Madison Blvd., Suite 112

Madison, AL 35758
(Address of registered office required in state of formation or, if not required, address of principal office.)

9. NAMES OF GENERAL PARTNERS — STREET ADDRESS

BNP Resort Management, LLC, 8075 Madison Blvd., Suite 112, Madison, AL 35758

M04000001074

10. 8075 Madison Blvd., Suite 112, Madison, AL 35758.
(Office where Names, Addresses and Contributions of Limited Partners are kept.)

11. The limited partnership will undertake to keep the records listing the addresses and capital contributions of the limited partner or limited partners until the limited partnership's registration in Florida is canceled or withdrawn.

CONTINUED

12. 8075 Madison Blvd., Suite 112

Madison, AL 35758

(Mailing Address of Limited Partnership)

Under penalties of perjury I, being duly sworn, declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

Signed this _____ day of March, 2004

BNP Resort Management, LLC

By: _____, Manager

General Partner

STATE OF Alabama

COUNTY OF Madison

On this _____ day of March, 2004

Louis W. Breland, personally appeared before me,

☒ who is personally known to me

☐ whose identity I proved on the basis of _____

_____

_____

(Notary Public Signature)

Angela H. Smith

(Notary's Printed Name)

Seal My Commission Expires: 10/07/06

AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR A FOREIGN LIMITED PARTNERSHIP

BEFORE ME the undersigned personally appeared Louis W. Breland, as manager of BNP Resort Management, LLC, a general partner of BNP Investment Properties, L.P., a (an) Delaware limited partnership, hereinafter referred to as the "Partnership", who certifies as follows:

1. The amount of capital contributions of the limited partners is $ 10.00 .
2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is $ 4,500,000.

Under the penalties of perjury I, being duly sworn, declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

Signed this 22nd day of March, 2004.

BNP Resort Management, LLC

BY: _____
Louis W. Breland, General Partner
Manager

STATE OF ~~Alabama~~ Florida

COUNTY OF ~~Madison~~ Bay

On this 22nd day of March, 2004,

Louis W. Breland, personally appeared before me,

☒ who is personally known to me

☐ whose identity I proved on the basis of Alabama Driver's License

_____
(Notary Public Signature)

Janet F. Kessler
(Notary's Printed Name)

Janet F. Kessler
MY COMMISSION # CC963793 EXPIRES
December 9, 2004
BONDED THRU TROY FAIN INSURANCE, INC.

Seal My Commission Expires: _____