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TALLAHASSEE, FLORIDA

Florida Secretary of State
Registration Section
Div. of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

VIA FEDERAL EXPRESS

RE: Application for Certificate of Authority and Designation of Registered Agent form for **Beaches Lot 43, LLC** and for **Mosaic Capital Partners III, LLC**

Dear Sir or Madam:

Enclosed please find the Application for Certificate of Authority and the Designation of Registered Agent form for **Beaches Lot 43, LLC**. The original application and the original registered agent form and one copy of each are enclosed. An original certificate of existence, issued by the Georgia Secretary of State's office, is also included with this package. In addition, enclosed is a check for $130.00, payable to the Florida Secretary of State. This amount covers the $100 filing fee for the application, the $25 fee for the registered agent form, and $5 fee for the certificate of status. Please return a letter of acknowledgement of the receipt of the application and the registered agent form and the certificate of status to the undersigned.

Enclosed please find the Application for Certificate of Authority and the Designation of Registered Agent form for **Mosaic Capital Partners III, LLC**. The original application and the original registered agent form and one copy of each are enclosed. An original certificate of existence, issued by the Georgia Secretary of State's office, is also included with this package. In addition, enclosed is a check for $130.00, payable to the Florida Secretary of State. This amount covers the $100 filing fee for the application, the $25 fee for the registered agent form, and $5 fee for the certificate of status. Please return a letter of acknowledgement of the receipt of the application and the registered agent form and the certificate of status to the undersigned.

We have enclosed a return Federal Express envelope for your return of the above-mentioned documents to the undersigned.

Should you have any questions regarding this filing or the enclosed documents, or if you require additional information, please feel free to contact the undersigned.

Thank you for your prompt attention to this matter.

Very truly yours,

L. Paige Younkins

L. Paige Younkins,
for Andersen, Tate, Mahaffey & McGarity, P.C.

Enclosures
G:\ADTClients\Zeitlin, Brad\Beaches Lot 43, LLC\Letter to Florida SOS.04.19.04-v.2.doc

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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. Mosaic Capital Partners III, LLC
(Name of foreign limited liability company)

2. Georgia
(Jurisdiction under the law of which foreign limited liability company is organized)

3. 31-1819051
(FEI number, if applicable)

4. 02/04/03
(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. 8 Georgetown Avenue, Suite A, Rosemary Beach, FL 32461
(Street address of principal office)

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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:

BMT Capital, LLC; 8 Georgetown Avenue, Suite A, Rosemary Beach, FL 32461

Jon Laplante; 8 Georgetown Avenue, Suite A, Rosemary Beach, FL 32461

Steve Bradley; 8 Georgetown Avenue, Suite A, Rosemary Beach, FL 32461

Steve Hicks; 8 Georgetown Avenue, Suite A, Rosemary Beach, FL 32461

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: real estate

Brad Zeitlin

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.)

Brad Zeitlin

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:

Mosaic Capital Partners III, LLC

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

Brad Zeitlin
(Name)

8 Georgetown Ave., Suite A
Florida street address (P.O. Box **NOT** ACCEPTABLE)

Rosemary Beach, FL 32461
(City/State/Zip)

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TALLAHASSEE, FLORIDA

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, F.S.

Brad Zeitlin
(Signature)

$ 100.00	**Filing Fee for Application**
$ 25.00	**Designation of Registered Agent**
$ 30.00	**Certified Copy (optional)**
$ 5.00	**Certificate of Status (optional)**

Secretary of State
Corporations Division
315 West Tower
#2 Martin Luther King, Jr. Dr.
Atlanta, Georgia 30334-1530

CONTROL NUMBER : 0307639
DATE INC/AUTH/FILED: 02/04/2003
JURISDICTION : GEORGIA
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FORM NUMBER : 211

ANDERSEN, TATE, MAHAFFEY & MCGARITY, P.C.
SALLIE GILLASPIE
1505 LAKES PARKWAY, SUITE 100
LAWRENCEVILLE, GA 30043

CERTIFICATE OF EXISTENCE

I, Cathy Cox, the Secretary of State of the State of Georgia, do hereby certify under the seal of my office that as of the above print date

MOSAIC CAPITAL PARTNERS III, LLC
A GEORGIA LIMITED LIABILITY COMPANY

is in compliance with the applicable filing and annual registration provisions of Title 14 of the Official Code of Georgia Annotated.

Said entity was formed in the jurisdiction stated above or was authorized to transact business in Georgia on the above date and has not filed articles of dissolution, certificate of cancellation or any other similar document with the Office of the Secretary of State.

This certificate relates only to the legal existence of the above-named entity as of the print date above. It does not certify whether or not a notice of intent to dissolve, an application for withdrawal, a statement of commencement of winding up or any other similar document has been filed or is pending with the Secretary of State.

This information is electronically transmitted, issued and certified in accordance with the Georgia Electronic Records and Signatures Act and Title 14 of the Official Code of Georgia Annotated and is prima-facie evidence that said entity is in existence or is authorized to transact business in this state.

20040419151628204

Cathy Cox
Secretary of State