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756 BEACHLAND BOULEVARD

VERO BEACH, FLORIDA 32963

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LISA N. THOMPSON\*\*\*

PLEASE REPLY TO:

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\*MASTER OF LAWS IN ESTATE PLANNING

\*\*BOARD CERTIFIED REAL ESTATE LAWYER

\*\*\*MASTER OF LAWS IN REAL PROPERTY DEVELOPMENT

January 28, 2000

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\*\*\*1758.75 \*\*\*1758.75

State of Florida  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

RE: Waterland Operating Company, L.P.

Dear Sir/Madam:

I am enclosing the following with respect to the above-referenced limited partnership for the purpose of qualifying it to transact business in the State of Florida:

1. Application by Foreign Corporation for Authorization to Transact Business in the State of Florida for Waterland Management Company, as General Partner for the above partnership. I am also enclosing this firm's check in the amount of \$87.50 representing the filing fee for same and payment for a certificate of status and a certified copy;
2. Application by Foreign Limited Partnership for Authorization to Transact Business in the State of Florida, together with this firm's check in the amount of \$1,758.75 representing payment of the filing fee (based upon the anticipated capital contributions) and for a certificate of status for same.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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Division of Corporations  
January 28, 2000  
Page 2

Once the above has been accomplished, please forward the appropriate certificates to the undersigned at your earliest convenience.

Thank you for your cooperation in this regard.

Very truly yours,

A handwritten signature in black ink, appearing to read "Michael J. Garavaglia", written in a cursive style.

Michael J. Garavaglia

MJG:jlw  
Enclosures

FILED  
00 FEB -1 PM 2:07  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

1. Waterland Operating Company, 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.")

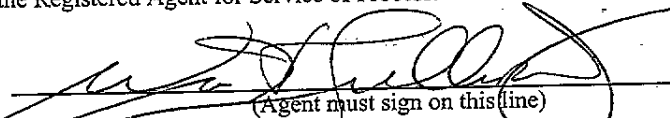
3. Mississippi 4. 2-01-99  
(State of Formation) (Date of Formation)

5. William H. Sullivan, Jr.  
(Name of Registered Agent for Service of Process)

6. 5450 Camino Real Lane  
(Street Address of Registered Office)

Vero Beach, Florida 32967  
(City) (Zip Code)

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

  
(Agent must sign on this line)

8. Hunter M. Gholson, 710 Main Street  
Columbus, MS 39703-1111  
(Address of registered office required in state of formation or, if not required, address of principal office.)

9. NAMES OF GENERAL PARTNERS

STREET ADDRESS

Waterland Management Co. 5450 Camino Real Lane  
Vero Beach, FL 32967

10. 5450 Camino Real Lane, Vero Beach, FL 32967  
(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. 5450 Camino Real Lane

Vero Beach, FL 32967

(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 16<sup>th</sup> day of January, 19 2000

[Signature]  
General Partner

STATE OF Florida

COUNTY OF Indian River

On this 16<sup>th</sup> day of January, 19 2000

William H. Sullivan, Jr. personally appeared before me,

☒ who is personally known to me

☐ whose identity I proved on the basis of \_\_\_\_\_

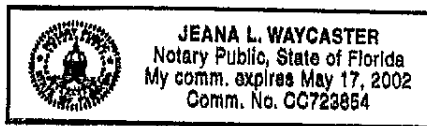
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TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

[Signature]  
(Notary Public Signature)

Jeana L. Waycaster  
(Notary's Printed Name)

Seal

My Commission Expires: 5-17-2002



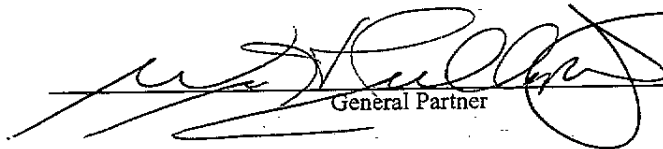
**AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR A FOREIGN LIMITED PARTNERSHIP**

BEFORE ME the undersigned personally appeared William H. Sullivan, Jr.  
a general partner of Waterland Operating Co., a (an) Mississippi  
limited partnership, hereinafter referred to as the "Partnership", who certifies as follows:

1. The amount of capital contributions of the limited partners is \$ 3 million.
2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is \$ 500,000.00.

*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 6<sup>th</sup> day of January, 19 2000.

  
General Partner

STATE OF Florida  
COUNTY OF Indian River

On this 6<sup>th</sup> day of January, 19 2000,

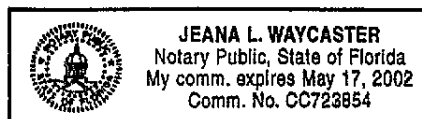
William H. Sullivan, Jr., personally appeared before me,

☒ who is personally known to me

☐ whose identity I proved on the basis of \_\_\_\_\_

  
(Notary Public Signature)

Jeana L. Waycaster  
(Notary's Printed Name)



Seal

My Commission Expires: 5-17-2002

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TALLAHASSEE, FLORIDA