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ATTORNEYS AND COUNSELORS AT LAW

Established 1893

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BENJAMIN COOPER LACY

E-MAIL: blacy@slmpc.com

April 13, 2004

Office of the Secretary of State
Registration Section
Division of Corporations
Special Handling
409 E. Gaines Street
Tallahassee, Florida 32399

Via Federal Express

Re: Registration of PBMP Asset Management, L.L.C., Leisure American Realty, Ltd., and Leisure American Vacation Rentals, Ltd.

Gentlemen:

Enclosed please find an original and a copy of the Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida for PBMP Asset Management, L.L.C. and a Designation of Registered Agent. Please file the application and designation and return a certified copy and certificate of status to the address above.

Additionally, please find an original and a copy of (1) the Application by Foreign Limited Partnership for Authorization to Transact Business in Florida for Leisure American Realty, Ltd. and an Affidavit of Capital Contributions, and (2) the Application by Foreign Limited Partnership for Authorization to Transact Business in Florida for Leisure American Vacation Rentals, Ltd. and an Affidavit of Capital Contributions. Please file the originals and return certified file marked copies to the address above.

Please file the Limited Liability Company application first and then the Limited Partnership applications. Enclosed is a check in the amount of \$678.00 representing the filing fees.

Office of the Secretary of State

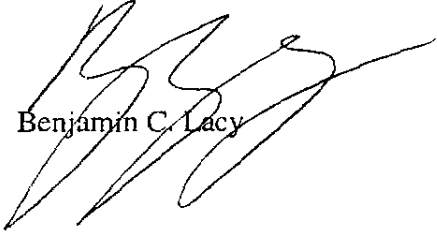
April 14, 2004
Page Two

Please contact the undersigned at 1-800-666-7231 when the documents have been processed or if you have any questions or need any additional information.

Thank you.

Very truly yours,

SHEEHY, LOVELACE & MAYFIELD, P.C.


Benjamin C. Lacy

BCL/lo

Encl.

cc: Mr. Michael Power

10831-001
APR 14 2004
10:00 AM
10831-001



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

April 23, 2004

BENJAMIN LACY
510 N. VALLEY MILLS DRIVE, SUITE 500
SHEEHY LOVELACE & MAYFIELD, P.C.
WACO, FL 76710

SUBJECT: LEISURE AMERICAN REALTY, LTD.
Ref. Number: W04000015821

We have received your document for LEISURE AMERICAN REALTY, LTD. and your check(s) totaling \$259.00. However, the document has not been filed and is being retained in this office for the following:

Every corporation, limited partnership, general partnership, limited liability company or trust listed as a general partner of a limited partnership, general partnership, or registered limited liability partnership must have an active registration/filing on file with this office before this filing will be completed. We are enclosing the appropriate instructions and/or forms for your convenience.

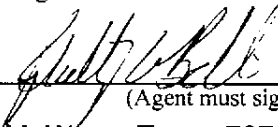
Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6020.

Tammi Cline
Document Specialist

Letter Number: 704A00027008

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

1. LEISURE AMERICAN REALTY, LTD.
(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. Texas 4. January 9, 2004
(State of Formation) (Date of Formation)
5. Phillip Belli
(Name of Registered Agent for Service of Process)
6. 2450 Estero Boulevard
(Street Address of Registered Office)
- Ft. Myers, Florida 33931
(City) (Zip Code)
7. Acceptance by the Registered Agent for Service of Process:

(Agent must sign on this line)
8. 5601 Edmond, Suite M, Waco, Texas 76710
(Address of registered office required in state of formation or, if not required, address of principal office.)
- | 9. NAMES OF GENERAL PARTNERS | STREET ADDRESS |
|--|----------------|
| PBMP Asset Management, L.L.C., 5601 Edmond, Suite M, Waco, Texas 76710 | |
| <u>MOY-1749</u> | |
10. 5601 Edmond, Suite M, Waco, Texas 76710
(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. 5601 Edmond, Suite M, Waco, Texas 76710

(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 8 day of April, 2004

PBMP ASSET MANAGEMENT, L.L.C., General Partner

By: Michael Power, President

STATE OF Texas

COUNTY OF McLennan

On this _____ day of April, 2004

Michael Power, President of PBMP Asset Management, personally appeared before me,

☒ who is personally known to me

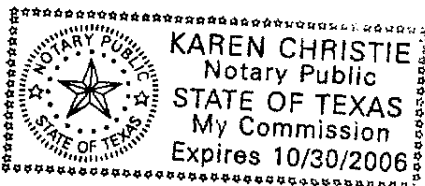
☐ whose identity I proved on the basis of _____

Karen Christie
(Notary Public Signature)

Karen Christie
(Notary's Printed Name)

Seal

My Commission Expires: 10-30-2006



AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR A FOREIGN LIMITED PARTNERSHIP

BEFORE ME the undersigned personally appeared Michael Power, President of PBMP Asset Management, LLC
a general partner of Leisure American Realty, Ltd., a (an) Texas
limited partnership, hereinafter referred to as the "Partnership", who certifies as follows:

1. The amount of capital contributions of the limited partners is \$ 24,500.
2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is \$ 24,500.

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 8 day of April, 2004.

PBMP ASSET MANAGEMENT, L.L.C., General Partner

By: [Signature]
Michael Power ~~General Partner~~ President

STATE OF Texas

COUNTY OF McLennan

On this _____ day of April, 2004,

Michael Power, President of PBMP Asset Management personally appeared before me,

☒ who is personally known to me

☐ whose identity I proved on the basis of _____

[Signature]
(Notary Public Signature)

Karen Christie
(Notary's Printed Name)

Seal

My Commission Expires: 10-30-2006

