

SEP 18 2000
Division of Corporations

12:00 PM

FOLEY & LARDNER

NO. 3395

P. 1

cover x6

F00000005227

Please fax to Dept. of State
(850) 922-4603
File # 073661/0248
Use # 1845

Shank,
Carolyn Scola

Note: Please print

number (shown below) on the top and bottom of all pages of the document.

((H00000049230 6)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page.
Doing so will generate another cover sheet.

To:
Division of Corporations
Fax Number : (850)922-4003

From:
Account Name : FOLEY & LARDNER
Account Number : 072720000061
Phone : (904)359-2000
Fax Number : (904)359-8700

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
TALLAHASSEE, FLORIDA

00 SEP 18 AM 10:14

00 SEP 19 AM 8:12

FILED
RECEIVED

FOREIGN PROFIT QUALIFICATION

THE SHOPS AT AMELIA ISLAND PLANTATION, INC.

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$78.75

Fax Audit No. H00000049230

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.*

1. THE SHOPS AT AMELIA ISLAND PLANTATION, INC.

(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. DELAWARE

(State or country under the law of which it is incorporated)

3. APPLIED FOR

(FEI number, if applicable)

4. AUGUST 31, 2000

(Date of incorporation)

5. PERPETUAL

(Duration: Year corp. will cease to exist or "perpetual")

6. UPON QUALIFICATION

(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 1501 LEWIS STREET

AMELIA ISLAND, FLORIDA 32034

(Current mailing address)

8. TO CONDUCT OR PROMOTE ANY LAWFUL BUSINESS

(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)

Name: F&L CORP.

Office Address: 200 LAURA STREET

JACKSONVILLE,

Florida, 32202

(Zip code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

By: Charles V. Hedrick

(Registered agent's signature)

Charles V. Hedrick, Authorized Signatory

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors: (Street address ONLY - P.O. Box NOT acceptable)

Fax Audit No. H00000049230

FILED
00 SEP 18 AM 10:14
SECRETARY OF STATE
TALLAHASSEE FLORIDA

SEP. 18. 2000 12:01PM FOLEY & LARDNER

Fax Audit No. H00000049230

NO. 9395 P. 3

A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: Richard L. Cooper

Address: Amelia Island Company, 1501 Lewis Street, Amelia Island, FL 32034

Vice Chairman: Richard A. Cooper

Address: Republic Building, Suite 1400, 25 West Prospect Ave., Cleveland, OH 44115-1048

Director: Robert N. Gudbranson

Address: Republic Building, Suite 1400, 25 West Prospect Ave., Cleveland, OH 44115-1048

Director: _____

Address: _____

B. OFFICERS (Street address only - P.O. Box NOT acceptable)

President: Jack B. Healan, Jr.

Address: Amelia Island Company, 1501 Lewis Street, Amelia Island, FL 32034

Executive Vice President: S. Norman Bray

Address: Amelia Island Company, 1501 Lewis Street, Amelia Island, FL 32034

Secretary: Robert N. Gudbranson

Address: Republic Building, Suite 1400, 25 West Prospect Ave., Cleveland, OH 44115-1048

Treasurer: Jack B. Healan, Jr.

Address: Amelia Island Company, 1501 Lewis Street, Amelia Island, FL 32034

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. Robert N. Gudbranson
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Robert N. Gudbranson, Secretary
(Typed or printed name and capacity of person signing application)

Fax Audit No. H00000049230

FILED
00 SEP 18 AM 10:14
STATE OF FLORIDA
TALLAHASSEE

SEP. 18. 2000 12:01PM FOLEY & LARDNER

NO. 9395 P. 4

Fax Audit No. H00000049230

**ADDENDUM TO APPLICATION BY FOREIGN CORPORATION
FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**

B. Additional Officers

Chairman: Richard L. Cooper
Address: Amelia Island Company, 1501 Lewis Street, Amelia Island, FL 32034

Vice President -- Finance: Laura Trimmel Palmisano
Address: Amelia Island Company, 1501 Lewis Street, Amelia Island, FL 32034

Vice President and Assistant Secretary: Richard A. Cooper
Address: Republic Building, Suite 1400, 25 West Prospect Avenue
Cleveland, OH 44115-1048

FILED

00 SEP 18 AM 10:14

SECRETARY OF STATE
TALLAHASSEE FLORIDA

Fax Audit No. H00000049230

SEP. 18. 2000 12:01PM

FOLEY & LARDNER

NO. 9395 P. 5

Fax Audit No. H00000049230

State of Delaware

PAGE 1

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "THE SHOPS AT AMELIA ISLAND PLANTATION, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FIFTEENTH DAY OF SEPTEMBER, A.D. 2000.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

FILED
00 SEP 18 AM 10:14
SECRETARY OF STATE
TALLAHASSEE FLORIDA



Edward J. Freel
Edward J. Freel, Secretary of State

AUTHENTICATION: 0677162

DATE: 09-15-00

3282530 8300

001466506

Fax Audit No. H00000049230