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CORPORATION

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Florida Department of State
Division of Corporations
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Division of Corporations
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Account Name : CORPORATION SERVICE COMPANY
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File 1 of 3

file 2 is H04000127509 3

file 3 is H04000127513 3

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DIVISION OF CORPORATION

FOREIGN PROFIT QUALIFICATION

ST. JAMES CLUB GP CORPORATION

Certificate of Status	0
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J. BRYAN JUN 17 2004

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CORPORATION SVC CO

NO. 502 P. 2

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**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. ST. JAMES CLUB GP CORPORATION

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"
"Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Delaware

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

3. 20-1202082

(FEI number, if applicable)

4. May 27, 2004

(Date of incorporation)

5. perpetual

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

6. "upon qualification"

(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification."
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 250 S. Australian Avenue, Suite 1003, West Palm Beach, FL 33401

(Principal office address)

250 S. Australian Avenue, Suite 1003, West Palm Beach, FL 33401

(Current mailing address)

8. To engage in any lawful act or activity for which corporations may be organized under the law

(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: **Corporation Service Company**

Office Address: **1201 Hays Street**

Tallahassee

(City)

Florida 32301

(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.

Deborah D. Skipper
(Registered agent's signature)

Deborah D. Skipper
Asst. V. Pres.

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 business addresses of officers and/or directors:

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CORPORATION SVC CO

NO. 502 P. 3

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A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Adam Schlesinger

Address: 250 S. Australian Avenue, Suite 1003

West Palm Beach, FL 33401

Director: _____

Address: _____

B. OFFICERS

President: Adam Schlesinger

Address: 250 S. Australian Avenue, Suite 1003

West Palm Beach, FL 33401

Vice President: _____

Address: _____

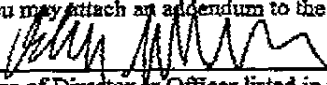
Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

13. 
(Signature of Director or Officer listed in number 12 of the application)

14. Adam Schlesinger, President
(Typed or printed name and capacity of person signing application)

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CORPORATION SVC CO

NO. 502 P. 4

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Delaware

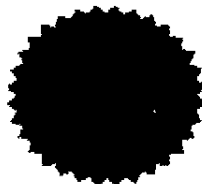
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ST. JAMES CLUB GP CORPORATION" 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 FOURTH DAY OF JUNE, A.D. 2004.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "ST. JAMES CLUB GP CORPORATION" WAS INCORPORATED ON THE TWENTY-SEVENTH DAY OF MAY, A.D. 2004.

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

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2004 JUN 16 AM 10:28
CLERK OF SUPERIOR COURT
TALLAHASSEE, FLORIDA



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3809113 8300

AUTHENTICATION: 3152848

040417062

DATE: 06-04-04

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