

F99000001085

Document Number Only

C T Corporation System
 Requestor's Name
 660 East Jefferson Street
 Address
 Tallahassee, FL 32301
 City State Zip Phone

CORPORATION(S) NAME

300002787823

02/25/99 01001 009

*****78.75 *****78.75

Brookgreen Members, Inc.

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|--|---|---|
| <input checked="" type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Limited Liability Company | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other ucc-1 / ucc |
| <input checked="" type="checkbox"/> Foreign | <input type="checkbox"/> Reservation | <input type="checkbox"/> Change of R.A. |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> Fictitious Name |
| <input type="checkbox"/> Reinstatement | | <input checked="" type="checkbox"/> CUS |
| <input type="checkbox"/> Limited Liability Partnership | | |
| <input type="checkbox"/> Certified Copy | | |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call if Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out | | |

99 FEB 25 PM 3:55

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DEPARTMENT OF STATE
 DIVISION OF CORPORATIONS
 TALLAHASSEE, FLORIDA

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File 1 st

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. BROOKGREEN MEMBERS, 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. GEORGIA 3. applied for
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 2/24/99 5. perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. February 28, 1999
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.)

7. 5600 Roswell Road, Suite 266, Prado North
Atlanta, Georgia 30342
(Current mailing address)

8. holds general partner interest in Clearwater Brookgreen Limited Partnership
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

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

Name: CT Corporation System

Office Address: 1200 South Pine Island Road

Plantation, Florida, 33324
(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.

Connie Bryan **CONNIE BRYAN**
(Registered agent's signature) **SPECIAL ASSISTANT SECRETARY**

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.

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

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

Chairman: J. Stephen Vasen

Address: 5600 Roswell Road, Suite 266, Prado North
Atlanta, Georgia 30328-4662

Vice Chairman: _____

Address: _____

Director: J. Stephen Vasen

Address: 5600 Roswell Road, Suite 266, Prado North
Atlanta, Georgia 30328-4662

Director: _____

Address: _____

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

President: J. Stephen Vasen

Address: 5600 Roswell Road, Suite 266 Prado North
Atlanta, Georgia 30342

Vice President: _____

Address: _____

Secretary: Phyllis White

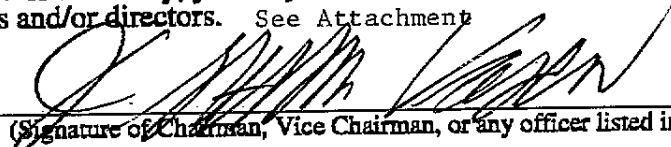
Address: 5600 Roswell Road, Suite 266, Prado North
Atlanta, Georgia 30342

Treasurer: J. Stephen Vasen

Address: 5600 Roswell Road, Suite 266, Prado North
Atlanta, Georgia 30342

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

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

14. J. Stephen Vasen
(Typed or printed name and capacity of person signing application)

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

DOCKET NUMBER : K90550444
CONTROL NUMBER : K908211
DATE INC/AUTH/FILED: 02/24/1999
JURISDICTION : GEORGIA
PRINT DATE : 02/24/1999
FORM NUMBER : 211

HUNTON & WILLIAMS
MARIE J. WOOLDRIDGE
600 PEACHTREE ST., STE. 4100
ATLANTA, GA 303082216

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

BROOKGREEN MEMBERS, INC.
A DOMESTIC PROFIT CORPORATION

was formed in the jurisdiction stated above or was authorized to transact business in Georgia on the above date. Said entity is in compliance with the applicable filing and annual registration provisions of Title 14 of the Official Code of Georgia Annotated 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 date issued. 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 certificate is issued pursuant to 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.



Cathy Cox
Secretary of State

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DIVISION
99 FEB 24 10 30 AM '99