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CORPORATION NAME(S) AND DOCUMENT NUMBER(S) (if known):

SOUTHPORT WELLINGTON, L.C.

File Second

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TALLAHASSEE, FLORIDA

NEW FILINGS

Profit

NonProfit

Limited Liability

Domestication

Other

AMENDMENTS

Amendment

Resignation of R.A. Officer/Director

Change of Registered Agent

Dissolution/Withdrawal

Merger

Name

Availability

Document

Examiner

SUPPLEMENTAL AFFIDAVIT OF MEMBERSHIP

REGISTRATION/QUALIFICATION

Up & Verify

Annual Report

Fictitious Name

Name Reservation

W. P. Verifier

DCC

Foreign

Limited Partnership

Reinstatement

Trademark

Other

Ordered By:

Date:

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SUPPLEMENTAL
AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS
for
SOUTHPORT WELLINGTON, L.C.
n/k/a
SOUTHPORT REGATTA, L.C.
A Florida Limited Liability Company

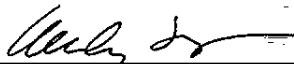
The undersigned member of SOUTHPORT WELLINGTON, L.C., n/k/a SOUTHPORT REGATTA, L.C., deposes and says:

1. The above named limited liability company has at least two members.
2. The total amount of cash contributed by the members to date is \$5,000.00
3. If any, the agreed value of property other than cash contributed by the members is \$0.
4. The total amount of cash or property anticipated to be contributed by the members is \$1,800,000. This total includes amounts from 2 and 3 above.

THE AFFIANT SAYS NOTHING FURTHER.

Dated: April 12, 1999

SOUTHPORT BAY HARBOUR
CORPORATION, member

By: 
Wendy F. Hazen,
Secretary and Treasurer

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