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9/7

September 6, 2000

Registration Section
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

VIA FEDERAL EXPRESS

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-09/07/00--01091--003
*****260.00 *****260.00
130.00

RE: Applefield Realty Holdings, L.L.C. and ARH Sub, L.L.C.

Dear Sir or Madam:

I submit the following documents, along with our firm's check No. 16631 in the amount of \$260.00, to register the above referenced foreign corporations to transact business in Florida:

1. Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida for Applefield Realty Holdings, L.L.C.;
2. Certificate of Designation of Registered Agent/Registered Office for Applefield Realty Holdings, L.L.C.;
3. State of Alabama Certificate of Existence of Applefield Realty Holdings, L.L.C.;
4. Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida for ARH Sub, L.L.C.;
5. Certificate of Designation of Registered Agent/Registered Office for ARH Sub, L.L.C.; and
6. State of Alabama Certificate of Existence of ARH Sub, L.L.C.

Please return evidence of filing and a Certificate of Status for each limited liability company to the undersigned in the enclosed, self-addresses, prepaid Federal Express envelope.

Please direct all future correspondence concerning this matter to the following:

R. Eugene Clenney, Jr., Esq.
Johnston, Hinesley, Flowers & Clenney, P.C.
291 North Oates Street
Dothan, Alabama 36303

00 SEP - 7 AM 8:50
FALLU
SECRETARY OF STATE
DIVISION OF CORPORATIONS

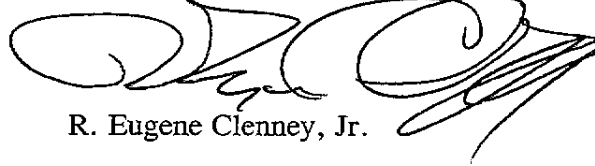
Registration Section
Division of Corporations
September 6, 2000
Page 2

Should you need to call someone concerning this matter, please call:

R. Eugene Clenney, Jr. at (334)793-1115.

Very truly yours,

JOHNSTON, HINESLEY, FLOWERS & CLENNEY, P.C.

A handwritten signature in black ink, appearing to read 'R. Eugene Clenney, Jr.', is written over the printed name. The signature is stylized with large, flowing loops and a long, sweeping underline.

REC/sb

Enclosures

cc: Ernest Clark, CPA (w/o enclosure)
Mr. Gary Culp (w/o enclosure)
Mr. Bryan Applefield (w/o enclosure)
David Williams, Esq. (w/o enclosure)
Adam Bayroff, Esq. (w/o enclosure)

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN
LIMITED LIABILITY COMPANY TO TRANSACTION BUSINESS IN THE STATE OF FLORIDA:*

1. Applefield Realty Holdings, L.L.C.
(Name of foreign limited liability company)

2. Alabama 3. 63-1250454
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. May 11, 2000 5. December 31, 2050
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")

6. No business has been transacted at this time.
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))

7. 2330 Montgomery Highway
Dothan, Alabama 36303
(Street address of principal office)

8. If limited liability company is a manager-managed company, check here ☒

9. The usual business addresses of the managing members or managers are as follows:

2330 Montgomery Highway, Dothan, Alabama 36303

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 SEP - 7 AM 8:50

10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

11. Nature of business or purposes to be conducted or promoted in Florida: Owning, purchasing,
selling, mortgaging and otherwise dealing in real or personal property.

Bryan M. Applefield
Signature of a member or an authorized representative of a member.
(In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Bryan M. Applefield
Typed or printed name of signee

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES,
THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING
STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE
STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

Applefield Realty Holdings, L.L.C.

2. The name and the Florida street address of the registered agent and office are:

Bryan M. Applefield

(Name)

8701 North Lagoon Drive

Florida street address (P.O. Box **NOT** ACCEPTABLE)

Panama City Beach

FL

32407

City/State/Zip

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S..


(Signature)

\$ 100.00	Filing Fee for Application
\$ 25.00	Designation of Registered Agent
\$ 30.00	Certified Copy (optional)
\$ 5.00	Certificate of Status (optional)

STATE OF ALABAMA

I, Jim Bennett, Secretary of State of the State of Alabama, having custody of the Great and Principal Seal of said State, do hereby certify that

the domestic corporate records on file in this office disclose that Applefield Realty Holdings, L.L.C. organized in the office of the Judge of Probate of Houston County on May 11, 2000. I further certify that the records do not disclose that said Applefield Realty Holdings, L.L.C. has been dissolved. _____



In Testimony Whereof, I have hereunto set my hand and affixed the Great Seal of the State, at the Capitol, in the City of Montgomery, on this day.

August 29, 2000

Date

A handwritten signature in cursive script that reads 'Jim Bennett'.

Jim Bennett

Secretary of State