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**LAW OFFICES OF GEOFFREY FERGUSON & ASSOCIATES**

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November 8, 2000

Florida Department of State  
Registration Section  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

200003462802--2  
-11/14/00--01041--006  
\*\*\*220.00 \*\*\*220.00

RE: Application By Foreign Limited Liability Company for Authorization to Transact  
Business in Florida for LLC BY THE SEA

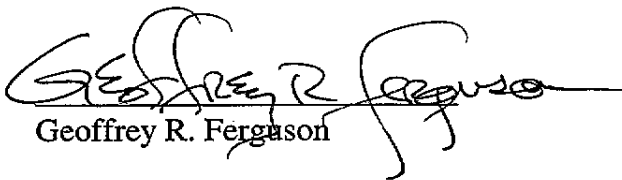
Enclosed are the following documents:

1. Original of the signed Application By Foreign Limited Liability Company for Authorization to Transact Business in Florida for LLC By The Sea;
2. Original of the signed Certificate of Designation of Registered Agent/Registered Office;
3. Original of the Certificate of Organization of LLC By The Sea by The State of Texas, Secretary of State;
4. A check for \$220.00 -- \$100.00 for filing application + \$25.00 for Designation of Registered Agent + \$90.00 for 3 certified copies + \$5.00 for Certificate of Status; and
5. A pre-paid, self-addressed, Federal Express envelope for return of the certified copies to me.

FILED  
00 NOV 16 AM 4:21  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

If you have any questions, please call or fax me at the above numbers.

Best regards,

  
Geoffrey R. Ferguson

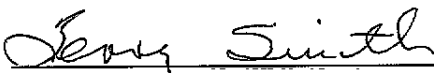
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**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR  
AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**

THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY  
COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. Name of foreign limited liability company: **LLC BY THE SEA**
2. Jurisdiction under the law of which foreign limited liability company is organized: **Texas**
3. FEI number, if applicable: **Applied For**
4. Date of Organization: **11/06/2000**
5. Duration: Year limited liability company will cease to exist or "perpetual": **Perpetual**
6. Date first to transact business in Florida: **11/15/2000**
7. Street address of principal office:  
**508 McIntyre Circle  
Austin, Texas 78734**
8. If limited liability company is a manager-managed company, check here ☒ **managers**
9. The name and usual business address of the managing members ☒ or managers are as follows:  
  
**Ronald Smith & Terry Lynn Smith, 5008 McIntyre Circle, Austin, Texas 78734  
John F. Pietras, Sr. & Joan H. Pietras, 1723 Seifert Circle, Charlotte, NC 28205  
Dr. Cullen Ashley McAllen, by power of attorney to Robert McAllen,  
1800 Business Hwy 83, Weslaco, Texas 78596  
Kelly Wayne & Tosca Gruber, 3205 Rustic River Cove, Austin, Texas 78733**
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.
11. Nature of business or purposes to be conducted or promoted in Florida:  
**Real Estate Investments**
12. The name and Florida street address of the registered agent and office are:  
**Cynthia Lee Treadaway, 117 Inlet Harbor Road, Ponce Inlet, Florida 32127**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

  
\_\_\_\_\_  
Signature of a member or an authorized  
representative of a member

**Terry Smith**  
\_\_\_\_\_  
Typed or printed name of signee

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

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:

**LLC BY THE SEA**

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

Name: **Cynthia Lee Treadaway**

Florida street address (P.O. Box **NOT** Acceptable):

**117 Inlet Harbor Road  
Ponce Inlet, Florida 32127**

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.

X *Cynthia Lee Treadaway*  
Signature

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00 NOV 14 AM 4:21  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



The State of Texas  
Secretary of State

CERTIFICATE OF ORGANIZATION

OF

LLC BY THE SEA

FILING NUMBER 07077883

THE UNDERSIGNED, AS SECRETARY OF STATE OF THE STATE OF TEXAS,  
HEREBY CERTIFIES THAT THE ATTACHED ARTICLES OF ORGANIZATION FOR THE  
ABOVE NAMED COMPANY HAVE BEEN RECEIVED IN THIS OFFICE AND HAVE BEEN  
FOUND TO CONFORM TO LAW.

ACCORDINGLY, THE UNDERSIGNED, AS SECRETARY OF STATE, BY VIRTUE  
OF THE AUTHORITY VESTED IN THE SECRETARY BY LAW, HEREBY ISSUES THIS  
CERTIFICATE OF ORGANIZATION.

ISSUANCE OF THIS CERTIFICATE OF ORGANIZATION DOES NOT AUTHORIZE  
THE USE OF A COMPANY NAME IN THIS STATE IN VIOLATION OF THE RIGHTS OF  
ANOTHER ENTITY UNDER THE FEDERAL TRADEMARK ACT OF 1946, THE TEXAS TRADEMARK  
LAW, THE ASSUMED BUSINESS OR PROFESSIONAL NAME ACT OR THE COMMON LAW.

DATED NOV. 6, 2000

EFFECTIVE NOV. 6, 2000

FILED  
00 NOV 14 AM 11:24  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



A handwritten signature in black ink, appearing to read "Elton Bomer".

Elton Bomer, Secretary of State