

Attorness at Lew in Chicago (Quarles & Irady II. Madison Naples Phoenix West Palm Beach

February 1, 2001

## **VIA OVERNIGHT UPS**

Florida Secretary of State Corporation Division 409 East Gaines Street Tallahassee FL 32399

> Nassau Land Company, LLC North Florida Interiors, LLC

700003655357--9 -02/07/01--01010--004 \*\*\*\*300.00 \*\*\*\*125.00

Dear Sir/Madam:

RE:

Enclosed for filing are the following documents submitted on behalf of each of the above limited liability companies:

- 1. Original and one photocopy of Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida.
- 2. Certificate of Designation of Registered Agent/Registered Office.
- 3. Certificate of Status issued by the Delaware Secretary of State.

Also enclosed is an original and one photocopy of a Registration of Fictitious Name submitted on behalf of North Florida Interiors, LLC for the fictitious name "Decorating Den Interiors", as well as our check in the amount \$300 in payment of your filing fees.

Please return the original acknowledgments of filing to me. A postpaid envelope is provided for your convenience.

Very truly yours,

Susan T. Lapinski Legal Assistant

Enclosures 640475.16002 700758.30011

cc: Thomas J. Phillips, Esq. (w/encl)

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

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

| 1.   | NASSAU LAND COMPANY, LLC  |                     |
|------|---|---------------------|
| ••.  | (Name of foreign limited liability company)   | _                   |
| 2. 1 | DELAWARE 3. 562171048   | _                   |
| 7    | Jurisdiction under the law of which foreign limited liability (FEI number, if applicable) ompany is organized)  |                     |
| ŀ.   | 1/11/01 5. PERPETUAL  |                     |
|      | (Date of Organization) (Duration: Year limited liability company will ccase to exist or "perpetual")  |                     |
| i.   | UPON QUALIFICATION (Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.)   |                     |
| r.   | 4033 HEATH POINT LANE   | _                   |
|      | AMELIA ISLAND, FL 32034   |                     |
|      | (Street address of principal office)  |                     |
| 3.   | 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:  |                     |
|      | WAYLAND MCALLISTER, 4033 HEATH POINT LANE, AMELIA ISLAND, FL 32034  |                     |
|      |   | '                   |
|      |   |                     |
|      |   | ,                   |
|      |   |                     |
|      | Attached is an original cartificate of existence, no more than 90 days old, duly authenticated by the official having custody of real   | conds in            |
|      | jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a slation of the certificate under eath of the translator must be submitted.) | _                   |
| ieu. | Do  | 으                   |
| 1.   | Nature of business or purposes to be conducted or promoted in Florida: REAL ESTATE  | 留一                  |
|      | DEVELOPMENT E   | . 6                 |
| •    | (see attached)  | 01 FEB -6 PH 12: 34 |
|      | Signature of a member or an authorized representative of a member.  | ূর                  |
|      | (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.)                                 | \$ P                |
|      | MCALLISTER GROUP, L.P., MEMBER  | L.,                 |
|      | Typed or printed name of signee   |                     |

MCALLISTER GROUP, L.P., Member By: DAWKS CORPORATION, General Partner

Alicia K. Smith, President

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SECALLASSEE FLORIDA

## CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE

|            | TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.  |
|------------|---|
| •          | The name of the Limited Liability Company is:   |
| •          | NASSAU LAND COMPANY, LLC  |
|            | 2. The name and the Florida street address of the registered agent and office are:  |
|            | WAYLAND MCALLISTER  |
|            | (Name)  |
|            | 4033 HEATH POINT LANE   |
|            | Ficrida street address (P.O. Box NOT ACCEPTABLE)  |
|            | AMELIA ISLAND FL 32034 City/State/Zip   |
| By: McAlli | 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 soldingations of my position as registered agent as provided for in Chapter 608, F.S.  Wayland McAllister (Signature) I  AND COMPANY, LLC  \$ 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 Delaware Office of the Secretary of State

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I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "NASSAU LAND COMPANY, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE THIRTY-FIRST DAY OF JANUARY, A.D. 2001.

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





Harriet Smith Windson, Secretary of State

3343346 8300 AUTHENTICATION: 0947859

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DATE: 01-31-01