



GUNSTER YOAKLEY
ATTORNEYS AT LAW

M0100000/1326

June 5, 2001

VIA FEDERAL EXPRESS

Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

800004367788--1
-06/06/01--01072--007
****125.00 ****125.00

Re: Rivercrest, LLC, a Delaware limited liability company

800004367788--1
-06/06/01--01072--008
*****5.00 *****5.00

To whom it may concern:

Enclosed is an original and duplicate copy of Application by Foreign Limited Liability Company for Authorization to Transact Business in the State of Florida and Certificate of Designation of Registered Agent/Registered Office for filing with the Secretary of State. I have enclosed a check in the amount of \$125.00 representing the applicable filing fees. Also enclosed is a check in the amount of \$5.00 for a Certificate of Status for Rivercrest, LLC. Upon filing, please return a stamped copy of the enclosed documents, together with the Certificate of Status, to me in the enclosed return Federal Express envelope.

Should you have any questions concerning the foregoing, please do not hesitate to contact me.

Sincerely,

Lora L. Rossi
Lora L. Rossi,
Legal Assistant

FILED
2001 JUN -6 AM 9:11
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

/llr

Enclosures

cc: Danielle Devito-Hurley, Esq.
Document Number: 173598

**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. Rivercrest, LLC
(Name of foreign limited liability company)
2. State of Delaware
(Jurisdiction under the law of which foreign limited liability company is organized)
3. applied for
(FEI number, if applicable)
4. April 17, 2001
(Date of Organization)
5. December 31, 2046
(Duration: Year limited liability company will cease to exist or "perpetual")
6. Upon qualification
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 7900 Glades Road, Suite 200
Boca Raton, Florida 33434
(Street address of principal office)

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

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

The St. Joe Company, as Managing Member

c/o St. Joe/Arvida Company, L.P.

7900 Glades Road, Suite 200

Boca Raton, Florida 33429

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TALLAHASSEE, FLORIDA

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: real estate development

SEE ATTACHED SIGNATURE PAGE

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.)

Typed or printed name of signee

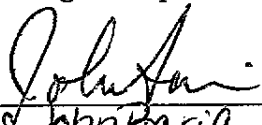
**SIGNATURE PAGE
ATTACHED TO
APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY
FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**

RIVERCREST, LLC, a Delaware limited liability company

By: **THE ST. JOE COMPANY**, a Florida corporation, as its
managing member

By: St. Joe/Arvida Company, L.P., a Delaware limited
partnership, as its authorized representative

By: St. Joe/Arvida Company, Inc., a Florida
corporation, as its general partner

By: 
Print Name: John Baric
Title: Vice President

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**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:

Rivercrest, LLC, a Delaware limited liability company

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

John Baric, Esq., General Counsel

(Name)

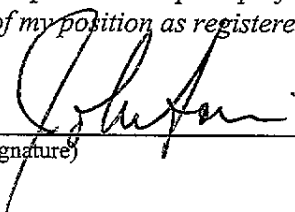
St. Joe/Arvida Company, L.P.
7900 Glades Road, Suite 200

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

Boca Raton, FL 33434

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)

DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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FILED

State of Delaware
Office of the Secretary of State

PAGE 1

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "RIVERCREST, 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 SEVENTH DAY OF MAY, A.D. 2001. =

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



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3381492 8300

AUTHENTICATION: 1118398

010218101

DATE: 05-07-01