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Biltmore Chandler
Real Estate Consultants

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****160.00 ****160.00

August 14, 2001

MJH

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

Dear Sir / Madam:

Enclosed please find the following documents:

1. Application by foreign LLC for authorization to transact business in Florida.
2. Certificate of designation of registered agent/registered office.
3. A check for processing in the amount of \$160.00.
4. A certificate of good standing with the Secretary of State, California.

Please process requested authorization as soon as possible. I am available at the numbers below should you require any further information. Thank you for your attention to this matter.

Regards,

Jonna Lynn
Director of Business Services
Biltmore Chandler, LLC
Mobile: 707.975.6693
Email: business.services@biltmorechandler.com

Enclosure

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FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

3212 Jefferson Street, Suite 209—Napa, CA 94558
Office: (707) 265-8928 Fax: (707) 255-5555
www.biltmorechandler.com

**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 TRANSACT BUSINESS IN THE STATE OF FLORIDA:*

1. Biltmore Chandler, LLC
(Name of foreign limited liability company)
2. California
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 68-0434905
(FEI number, if applicable)
4. June 18, 1999
(Date of Organization)
5. Perpetual
(Duration: Year limited liability company will cease to exist or "perpetual")
6. August 2, 2001
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. Biltmore Chandler, LLC 3212 Jefferson Street, Suite 209
Napa, CA 94558
(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:

Johnnie Beck, President 3212 Jefferson Street, Suite 209 Napa, CA 94558

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

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 Consulting

Johnnie Beck
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.)

Johnnie Beck

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:

Biltmore Chandler, LLC

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

Jonette Beck

(Name)

C/O VoiceStream Wireless

8100 SW 10th St. Suite 1000, Bldg. 3

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

Plantation

FL

33324

(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 California



SECRETARY OF STATE

CERTIFICATE OF GOOD STANDING CALIFORNIA LIMITED LIABILITY COMPANY

I, BILL JONES, Secretary of State of the State of California, hereby certify:

That on the 18TH day of JUNE, 1999, BILTMORE CHANDLER LLC, became recognized under the laws of the State of California by filing its Articles of Organization in this office; and

That no record exists in this office of a certificate of cancellation of said limited liability company nor of a court declaring cancellation thereof; and

That according to the records of this office, the said limited liability company is authorized to exercise all its powers, rights and privileges and is in good legal standing in the State of California; and

That no information is available in this office on the financial condition of this limited liability company.

IN WITNESS WHEREOF, I execute
this certificate and affix the Great
Seal of the State of California this
2ND day of AUGUST 2001.



BILL JONES
Secretary of State

A handwritten signature in black ink that reads 'Bill Jones'.