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September 14, 2001

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Registration Section
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

Re: Sea Watch Development, L.L.C.

Gentlemen:

Enclosed please find the Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida for the captioned limited liability company. Would you please file the same in the records of your office and return a certified copy and a certificate of status to the undersigned. If you should have any questions or comments, please do not hesitate to give us a call. Sea Watch's check in the amount of \$160.00 is enclosed for the required filing fee. Thank you for your assistance.

FILED
01 SEP 17 2001
TALLAHASSEE FLORIDA
SECRETARY OF STATE

Very truly yours,

SHELL, FLEMING, DAVIS & MENGE


Pam Hammond, Secretary to Stephen B. Shell

/pfh
Enclosures
B1931-00000

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Qe

**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. Sea Watch Development, L.L.C.
(Name of foreign limited liability company)
2. Alabama
(Jurisdiction under the law of which foreign limited liability company is organized)
3. _____
(FEI number, if applicable)
4. July 30, 2001
(Date of Organization)
5. 2042
(Duration: Year limited liability company will cease to exist or "perpetual")
6. August 7, 2001
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 210 South Pine Street
Florence, Alabama 35630
(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:

Macke B. Mauldin
210 South Pine Street
Florence, Alabama 35630

FILED
01 SEP 17 PM 5:00
SECRETARY OF STATE
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



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.)

Macke B. Mauldin

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:

Sea Watch Development, L.L.C.

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

Stephen B. Shell

(Name)

226 Palafox Place, 9th Floor

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

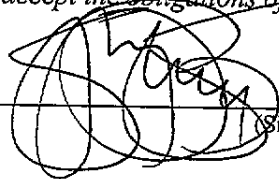
Pensacola

FL

32501

(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)

FILED
01 SEP 17 PM 5:20
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

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 Sea Watch Development, L.L.C. organized in the office of the Judge of Probate of Lauderdale County on August 1, 2001. I further certify that the records do not disclose that said Sea Watch Development, 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.

September 7, 2001

Date

A handwritten signature in cursive script, reading "Jim Bennett".

Jim Bennett

Secretary of State