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FLORIDA FILING & SEARCH SERVICES, INC.

P.O. BOX 10662 TALLAHASSEE, FL 32302

PHONE: (850) 668-4318 FAX: (850) 668-3398

DATE: 1-23-02

NAME: SECOND LIFE PROPERTIES, LLC

TYPE OF FILING: QUALIFICATION

100004791861--9

-01/23/02--01040-016

****125.00 ****125.00

COST: CHECK ATTACHED. \$125.00

RETURN:

ACCOUNT: FCA000000015

AUTHORIZATION: ABBIE/PAUL HODGE

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DIVISION OF CORPORATION
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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JB
1-23-02

**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. Second Life Properties, LLC
(Name of foreign limited liability company)
2. Texas 3. 75-2954222
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)
4. June 25, 2001 5. Perpetual
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")
6. Anticipated Date: January 23, 2002
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 1601 Elm Street, Suite 300
Dallas, TX 75201
(Street address of principal office)

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TALLAHASSEE, FLORIDA

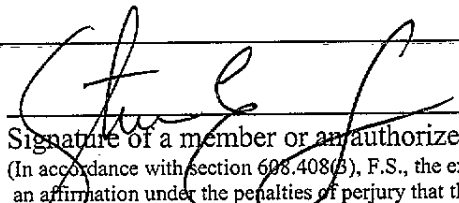
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8. If limited liability company is a manager-managed company, check here ☒
9. The name and usual business addresses of the managing members or managers are as follows:

Steven E. Smathers, 1601 Elm Street, Suite 300, Dallas, TX
75201

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(5), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)
Steven E. Smathers, Manager
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:

Second Life Properties, LLC

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

Capitol Corporate Services, Inc FO0000001314
(Name)

1333 North Duval Street
Florida street address (P.O. Box **NOT** ACCEPTABLE)

Tallahassee FL 32303
(City/State/Zip)

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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.

Ollan Case, asst. sec.
(Signature)

\$ 100.00	Filing Fee for Application
\$ 25.00	Designation of Registered Agent
\$ 30.00	Certified Copy (optional)
\$ 5.00	Certificate of Status (optional)

Corporations Section
P.O.Box 13697
Austin, Texas 78711-3697



Gwyn Shea
Secretary of State

Office of the Secretary of State

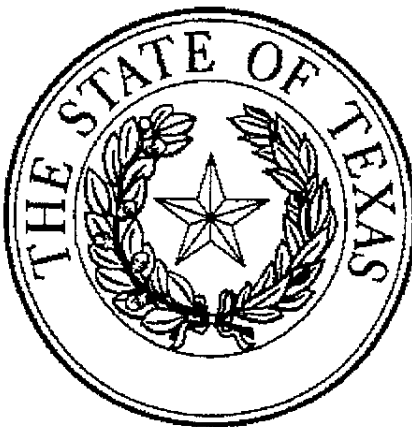
The undersigned, as Secretary of State of Texas, does hereby certify that the document, Articles Of Organization for SECOND LIFE PROPERTIES, LLC (filing number: 709180622), a Domestic Limited Liability Company (LLC), was filed in this office on June 25, 2001.

It is further certified that the entity status in Texas is active.

In testimony whereof, I have hereunto signed my name
officially and caused to be impressed hereon the Seal of
State at my office in Austin, Texas on January 16, 2002.

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SECRETARY OF STATE
ALLIANCE, FLORIDA

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A handwritten signature in cursive script that reads "Gwyn Shea".

Gwyn Shea
Secretary of State