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TURTLE BEACH INVESTMENT GROUP, LLC

January 31, 2002

Mrs. Brenda L. Tadlock
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Dear Mrs. Tadlock:

Please find enclosed, an application for authorization to transact business in the State of Florida. Also enclosed is a check in the amount of $125.00 to cover the applicable filing fees.

Please direct any inquiries to me at the address below my name.

Thank you for your assistance in this matter.

Sincerely,

Dave Windham
4440 East Brandon Drive
Marietta, GA 30066
770-517-4301

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

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. **TURTLE BEACH INVESTMENT GROUP, LLC**
(Name of foreign limited liability company)

2. **STATE OF ALABAMA**
(Jurisdiction under the law of which foreign limited liability company is organized)

3. **72-1400494**
(FEI number, if applicable)

4. **NOVEMBER 12, 1997**
(Date of Organization)

5. _____
(Duration: Year limited liability company will cease to exist or "perpetual")

6. **APRIL 1, 2001**
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.)

7. **404 S. ORANGE AVENUE**

DOTHAN, AL 36301
(Street address of principal office)

8. If limited liability company is a manager-managed company, check here [X]

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

DAVID B. WINDHAM, 4440 E. BRANDON DRIVE, MARIETTA, GA 30066

JOE A. DALTON, 404 S. ORANGE AVENUE DOTHAN, AL 36301

JOE H. KELLY, 734 WOODLAND DRIVE, DOTHAN, AL 36301

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: **SHORT-TERM**

BEACH RENTAL ACCOMODATIONS

David B. Windham

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.)

DAVID B. WINDHAM
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:

   Turtle Beach Investment Group, LLC

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

   Cindy Kitchell

   (Name)

   375 N. Norwood Rd.

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

   De Funiak Springs FL , 32433

   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..
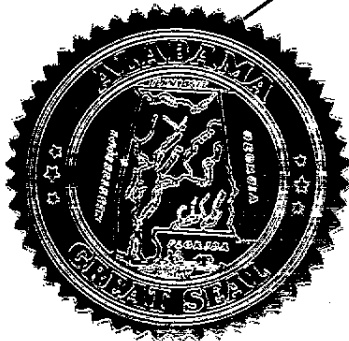
_____
(Signature)

$ 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 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 Turtle Beach Investment Group, L.L.C. organized in the office of the Judge of Probate of Houston County on November 12, 1997. I further certify that the records do not disclose that said Turtle Beach Investment Group, 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.

January 10, 2002

_____
Date

_____
Jim Bennett   **Secretary of State**