

MO2000000415

FLORIDA FILING & SEARCH SERVICES, INC.

P.O. BOX 10662 TALLAHASSEE, FL 32302

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

DATE: 02-25-02

NAME: GOODRICH LAND OLD MARSH, LLC
GOODRICH SEA NORTH OCEAN, LLC

TYPE OF FILING: FOREIGN QUALIFICATIONS

COST: CHECK # 8409 FOR \$250.00 IS ATTACHED

RETURN:

100005000381--2
-02/25/02--01036--025
***250.00 ***125.00

ACCOUNT: FCA000000015

AUTHORIZATION: ABBIE/PAUL HODGE

APPROVED
AND
FILED
02 FEB 25 PM 12:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

21502

**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. Goodrich Old Marsh, LLC
(Name of foreign limited liability company)
2. Delaware
(Jurisdiction under the law of which foreign limited liability company is organized)
3. N/A
(FEI number, if applicable)
4. February 7, 2002
(Date of Organization)
5. Perpetual
(Duration: Year limited liability company will cease to exist or "perpetual")
6. Upon Filing
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. c/o Hines & Corley LLP
55 Hayden Avenue, Suite 3200, Lexington, MA 02421
(Street address of principal office)

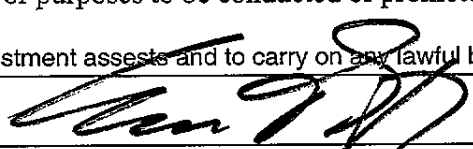
8. If limited liability company is a manager-managed company, check here ☒

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

<u>Edward F. Hines, Jr., Manager</u>	<u>Nolly E. Corley, Manager</u>
<u>c/o Hines & Corley LLP</u>	<u>c/o Hines & Corley LLP</u>
<u>55 Hayden Avenue, Suite 3200</u>	<u>55 Hayden Avenue, Suite 3200</u>
<u>Lexington, MA 02421</u>	<u>Lexington, MA 02421</u>

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: Acquire, own and dispose of
real property and investment assets and to carry on any lawful business, trade, purpose or activity.


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.)

Edward F. Hines, Jr., Trustee of Sole Member

Typed or printed name of signee

APPROVED
AND
FILED
02 FEB 25 PM 12:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**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:

Goodrich Old Marsh, LLC

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

NRAI Services, Inc.

(Name)

526 E. Park Avenue

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

Tallahassee

FL 32301

(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.
NRAI Services, Inc.

By: Suzanne T. CRYAN

(Signature)

Suzanne T. CRYAN Asst V.P.

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

02 FEB 25 PM 12: 27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

Delaware

PAGE 1

The First State

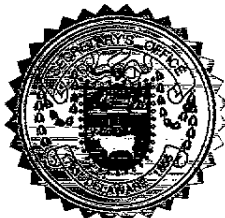
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "GOODRICH OLD MARSH, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-FIRST DAY OF FEBRUARY, A.D. 2002.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "GOODRICH OLD MARSH, LLC" WAS FORMED ON THE SEVENTH DAY OF FEBRUARY, A.D. 2002.

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

APPROVED
AND
FILED

02 FEB 25 PM 12:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



3489793 8300

020115569

Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1625397

DATE: 02-21-02