

CHICAGO CORPORATION

CORPORATION(S) NAME

1) Sea R, LLC

700005153107--0
03/25/02 0130--005
*****125.00 *****125.00

<input type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input type="checkbox"/> Merger	SECRETARY OF STATE DIVISION OF CORPORATIONS OP. MAR 25 PM 1:06 02 M
<input type="checkbox"/> Nonprofit			
<input checked="" type="checkbox"/> Foreign	<input type="checkbox"/> Dissolution/Withdrawal	<input type="checkbox"/> Mark	
	<input type="checkbox"/> Reinstatement		
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other	
<input checked="" type="checkbox"/> LLC	<input type="checkbox"/> Name Registration	<input type="checkbox"/> Change of RA	
	<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> UCC	
<input type="checkbox"/> Certified Copy	<input type="checkbox"/> Photocopies	<input type="checkbox"/> CUS	
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem	<input type="checkbox"/> After 4:30	
<input checked="" type="checkbox"/> Walk In	<input type="checkbox"/> Will Wait	<input checked="" type="checkbox"/> Pick Up	
<input type="checkbox"/> Mail Out			

Name _____
Availability _____
Document _____
Examiner _____
Updater _____
Verifier _____
W.P. Verifier _____

3/25/02

Order#: 5223355

RECEIVED

Ref#:

Amount: \$

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

**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. SEA R, LLC
(Name of foreign limited liability company)

2. PA
(Jurisdiction under the law of which foreign limited liability
company is organized)

3. Applies For
(FEI number, if applicable)

4. February 22, 2002
(Date of Organization)

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

6. February 27, 2002
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.)

7. 100 Willow Valley Lakes Drive
Willow Street, PA 17584
(Street address of principal office)

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

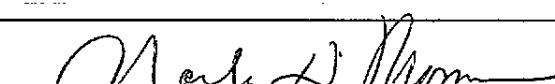
9. The name and usual business addresses of the managing members or managers are as follows:

Marlin H. Thomas, 100 Willow Valley Lakes Drive, Willow Street, PA 17584

Doris Thomas, 100 Willow Valley Lakes Drive, Willow Street, PA 17584

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: Ownership of real
estate


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.)

Marlin H. Thomas

Typed or printed name of signee

02 MAR 25
PM 1:06
FILED
IN THE
SECRETARY OF STATE
DIVISION OF CORPORATIONS

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 R, LLC

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

C T Corporation System

(Name)

c/o C T Corporation System, 1200 South Pine Island Road
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.

VickiAnn Owens

Special Assistant Secretary



(Signature)

02 MAR 25 PM 1:06
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

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

COMMONWEALTH OF PENNSYLVANIA

DEPARTMENT OF STATE

MARCH 19, 2002

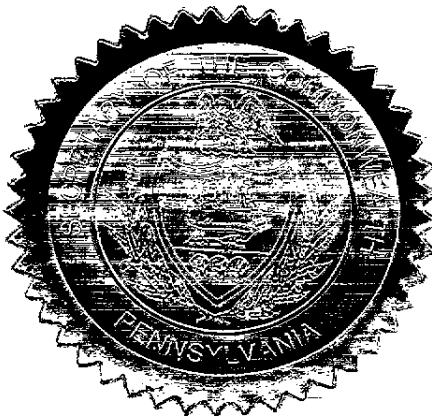
TO ALL WHOM THESE PRESENTS SHALL COME, GREETING:

I DO HEREBY CERTIFY THAT,

SEA R. LLC

02 MAR 25 PM 1:06
PENNSYLVANIA
SECRETARY OF STATE
DIVISION OF CORPORATIONS

is duly organized as a Pennsylvania Limited Liability Company under the laws of the Commonwealth of Pennsylvania and remains subsisting so far as the records of this office shown as of the date herein.



ACTING

IN TESTIMONY WHEREOF, I have hereunto set my hand and caused the Seal of the Secretary's Office to be affixed, the day and year above written.

C. Michael Shaver

Secretary of the Commonwealth
DPOB