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August 16, 2002

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VIA FEDERAL EXPRESS

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

Ms. Brenda Tadlock
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

Re: Sandler at Manatee, L.L.C.
Our File No. 4892.001

Dear Ms. Tadlock:

In reference to the above-captioned matter, I am enclosing the following documents:

- 1) Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida ("Application");
- 2) Certificate of Designation of Registered Agent;
- 3) Certificate of Fact from the Commonwealth of Virginia State Corporation Commission; and
- 5) Check made payable to the Florida Department of State in the amount of \$160.00, of which \$100.00 is the filing fee for the Application, \$25.00 is the designation of registered agent fee, \$30.00 is for a certified copy of the filing and \$5.00 is for a Certificate of Status.

After the Application has been filed, please expedite the Certificate of Status, together with the evidence of filing to my attention at 1435 Crossways Blvd., Suite 200, Chesapeake, Virginia 23320. If you have any questions, please let me know.

Name	
Availability	
Document Examiner	
Updater	
Underwriter	
Verifier	

Sincerely yours,

Michelle D. O'Neal
Michelle D. O'Neal
Paralegal

Rec'd 8/19/02

/mdo

Enclosures

cc: Mr. Nathan D. Benson (w/copies of enclosures)
B. P. Verifier

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FF \$125
Certs 35

**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. Sandler at Manatee, L.L.C.
(Name of foreign limited liability company)
- ✓2. Virginia 3. Applied for
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)
4. August 5, 2002 5. Perpetual
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")
6. Upon qualification
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 448 Viking Drive, Suite 220
Virginia Beach, Virginia 23452
(Street address of principal office)

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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:

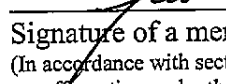
Raymond L. Gottlieb, 448 Viking Drive, Suite 220, Virginia Beach, Virginia 23452

Nathan D. Benson, 448 Viking Drive, Suite 220, Virginia Beach, Virginia 23452

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: _____

LAND HOLDING


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.)

Nathan D. Benson, 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:

Sandler at Manatee, L.L.C.

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)

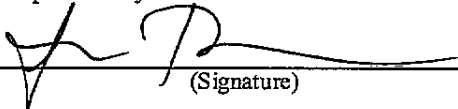
Plantation

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.

C T Corporation System


(Signature)

**Anusha Putty
Vice President and
Assistant Secretary**

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

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Commonwealth of Virginia



State Corporation Commission

I Certify the Following from the Records of the Commission:

A certificate of organization was issued by the Commission to Sandler at Manatee, L.L.C., a limited liability company formed under the laws of VIRGINIA, effective as of August 05, 2002.

This certificate is in effect as of this date.

Nothing more is hereby certified.

*Signed and Sealed at Richmond on this Date:
August 12, 2002*



Joel H. Peck
Joel H. Peck, Clerk of the Commission