FRANKLIN H. WATSON, P.A.

ATTORNEY AT LAW

ADMITTED IN 5365 E. COUNTY HIGHWAY 30-A, SUITE 105 SEAGROVE BEACH, FL 32459

\$\frac{1}{2}\$\$\fra

September 10, 2002

Re: Rosemary Beach Holdings, L.L.C.

Our File: #L02-214

Dear Sir/Madam:

Please find enclosed an Application By Foreign Liability Company For Authorization to Transact Business in Florida, Certificate of Rosemary Beach Holdings, L.L.C., Designation of Registered Agent, Certificate from the State of Louisiana for Rosemary Beach Holdings, L.L.C., as well as our check in the amount of \$160.00.

We ask that you file these documents and return to us a certified copy and Certificate of Status.

If you have any questions, or need any further information, please do not hesitate to contact me at 850-231-3465.

Thank you for your attention to this matter.

Sincerely,

500007692375--9 -09/12/02--01046--011 ****160.00 ****160.00

Linda Van Tasse Legal Assistant

/lvt

Enclosures

Letters/RosemaryBeachHolding,LLC

BK



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: ROSEMARY BEACH HOLDINGS, L.L.C. (Name of foreign limited liability company) Louisiana (Jurisdiction under the law of which foreign limited liability (FEI number, if applicable) company is organized) Perpetual August 6, 2002 (Duration: Year limited liability company will (Date of Organization) exist or "perpetual") (Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.) 625 St. Charles Ave., #5E New Orleans, LA 70130 (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: Hon. Sally A. Shushan, 625 St. Charles Ave, #5E, New Orleans, LA 70130 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: _ rental 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.)

Typed or printed name of signee

Franklin H. Watson

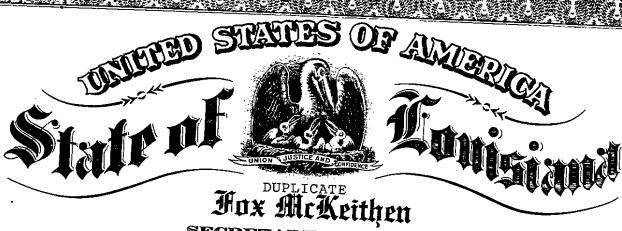
CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

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 AGENTS IN TI	
STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED STATE OF FLORIDA.	3 7
1. The name of the Limited Liability Company is:	12 THE
ROSEMARY BEACH HOLDINGS, L.L.C.	
2. The name and the Florida street address of the registered agent and office are:	מ מ
Franklin H. Watson, P.A.	
(Name) 5365 E. County Hwy 30-A, Suite 105 Florida street address (P.O. Box NOT ACCEPTABLE)	
Sacregue Beach ET 32459	
Seagrove Beach FL 32459 (City/State/Zip)	
(City/State/Lip)	

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)



SECRETARY OF STATE

As Secretary of State, of the State of Louisiana, I do hereby Certify that

a copy of the Articles of Organization and Initial Report of

ROSEMARY BEACH HOLDINGS, L.L.C.

Domiciled at NEW ORLEANS, LOUISIANA,

Was filed and recorded in this Office on August 06,

And all fees having been paid as required by law, the intendiability company is authorized to transact business in this State, subject to the restrictions imposed by law, including the provisions of R.S. Title 12, Chapter 22.

In testimony whereof, I have hereunto set my hand and caused the Seal of my Office to be affixed at the City of Baton Rouge on,

August 6, 2002

TRO 35317341K Secretary of State

