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DIVISION OF CORPORATIONS
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LAW OFFICES
COLEMAN, TALLEY, NEWBERN, KURRIE, PRESTON & HOLLAND

A LIMITED LIABILITY PARTNERSHIP

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(1912-1990)
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(1925-1976)

November 12, 2002

VIA FEDERAL EXPRESS

Florida Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399
Attention: Expedited Services

Re: WLC Seacrest, LLC
WLC Seacrest II, LLC
WLC Seacrest III, LLC

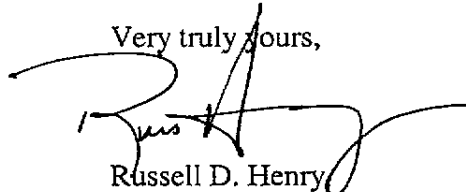
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Dear Sir or Madam:

Please find enclosed the Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida, the Certificate of Designation of Registered Agent, the Certificate of Existence for the State of Georgia and the filing fees of \$125 for each of the above referenced entities.

Should you find everything in order, please file accordingly and return to me via Federal Express. Our Federal Express account number is as follows: **105876300**. Thank you for your help in this matter and if you have any questions or comments, please do not hesitate to call me.

Very truly yours,


Russell D. Henry

Enclosures
RDH/psb

**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. WLC Seacrest II, LLC
(Name of foreign limited liability company)

2. Georgia 3. _____
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. November 8, 2002 5. Perpetual
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")

6. Will transact business after filing
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))

7. 348 Enterprise Drive
Valdosta, Georgia 31601
(Street address of principal office)

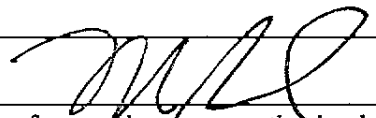
8. If limited liability company is a manager-managed company, check here ☒

9. The usual business addresses of the managing members or managers are as follows:
348 Enterprise Drive, Valdosta, Georgia 31601

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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: Real Estate development



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.)
Michael H. Godwin Manager of Sole Member
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:

WLC Seacrest II, 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

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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

Dale W. Morris

(Signature)

DALE W. MORRIS
ASSISTANT VICE PRESIDENT

\$ 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

Corporations Division

315 West Tower

#2 Martin Luther King, Jr. Dr.

Atlanta, Georgia 30334-1530

CONTROL NUMBER : 0255992
DATE INC/AUTH/FILED: 11/08/2002
JURISDICTION : GEORGIA
PRINT DATE : 11/12/2002
FORM NUMBER : 211

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COLEMAN, TALLEY, NEWBERN, KURRIE, PRESTON AND HOLLA
PAM BROSEMER
P.O. BOX 5437
VALDOSTA, GA 31601

CERTIFICATE OF EXISTENCE

I, Cathy Cox, the Secretary of State of the State of Georgia, do hereby certify under the seal of my office that as of the above print date

WLC SEACREST II, LLC A GEORGIA LIMITED LIABILITY COMPANY

is in compliance with the applicable filing and annual registration provisions of Title 14 of the Official Code of Georgia Annotated.

Said entity was formed in the jurisdiction stated above or was authorized to transact business in Georgia on the above date and has not filed articles of dissolution, certificate of cancellation or any other similar document with the Office of the Secretary of State.

This certificate relates only to the legal existence of the above-named entity as of the print date above. It does not certify whether or not a notice of intent to dissolve, an application for withdrawal, a statement of commencement of winding up or any other similar document has been filed or is pending with the Secretary of State.

This information is electronically transmitted, issued and certified in accordance with the Georgia Electronic Records and Signatures Act and Title 14 of the Official Code of Georgia Annotated and is prima-facie evidence that said entity is in existence or is authorized to transact business in this state.

20021112144427917



Cathy Cox
Secretary of State