## Florida Department of State

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Fax Number : (850) 205~0383

From:

Account Name : WHITE & CASE Account Number : 075410002143 : (305)371-2700

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FOREIGN LIMITED LIABILITY COMPANY

FC RESORT, LLC

Certificate of Status	1
Certified Copy	1
Page Count	03
Estimated Charge	\$160.00

1518597-0600 ATTN: M. WAGONER

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Fax Audit No. H02000229424

## APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 608503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1 FC RESORTS, LLC		JAT JS	9	
(Name o	of foreign limited liability company)	<b>S</b> 2.	<b>=</b>	
2. DELAWARE	3.	美田	AON	
(Jurisdiction under the law of which foreign limited company is organized)	liability (FEI number, if applicable)	SSEE	25	
4. NOVEMBER 21, 2002	5. DECEMBER 31, 2030	~~~ ~~		C
(Date of Organization)	(Duration: Year limited liability company will exist or "perpetual")	SECOND INCOME	ි දා	
6. UPON QUALIFICATION				
(Date first transacted business in Fl	orlda. (See sections 608.501, 608.502, and 817.155, F.S.)	-		
7. C/O GULF BAY GROUP, 3470 CLUB CENTER	BOULEVARD			
NAPLES, FL 34114	<u> </u>		_	
(Stre	el address of principal office)		-	
8. If limited liability company is a manager-	managed company, check here			
,	· · · · · · · · · · · · · · · · · · ·			
<ol><li>The usual business addresses of the management</li></ol>	ging members or managers are as follows:			
3470 CLUB CENTER BLVD.			. ـ	·
NAPLES, FL 34114				
			•	
	ore than 90 days old, duly authenticated by the official having ous A photocopy is not acceptable. If the certificate is in a foreign lang		OCTUS IO	•
translation of the certificate under each of the translator is	• • • • • • • • • • • • • • • • • • • •	<del>had</del> ra		
Car Struct Of the order own to see the second se				
11. Nature of business or purposes to be con	ducted or promoted in Florida:			
Any lawful activity.				
anny	1. Julio		-42	i
Signature of a member of	r an authorized representative of a member.	•		
(In accordance with section 608, an affirmation under the cenalti	408(3), F.S., the execution of this document constitutes es of perjury that the facts stated herein are true.)			
AUBREY J. F				
Typed or	printed name of signee			

Fax Audit No. H02000229424

## CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 608 445 OR 608 507 FLORIDA STATUTES-THE

UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMET TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.	SCORETAR AND AHAS	02 NOV 25
1. The name of the Limited Liability Company is:	<u>`</u> ≺	A
FC RESORT, LLC	드 는 S	ά
2. The name and the Florida street address of the registered agent and office are:	SH	_
K. Lawrence Gragg		
(Name)		
c/o White & Case LLP, 200 S. Biscayne Boulevard, Suite 4900  Florida street address (P.O. Box NOT ACCEPTABLE)		
FIDERIA SHOEL MICHOS (F.O., DOX_111) ACCEPTABLE)		
Miami FL 33131		
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.

(Signature)

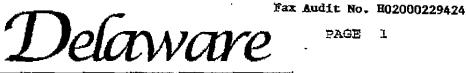
\$ 100.00 Filing Fee for Application

\$ 25.00 Designation of Registered Agent

\$ 30.00 Certified Copy (optional)

\$ 5.00 Certificate of Status (optional)

PAGE



The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "FC RESORT, 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-SECOND DAY OF NOVEMBER, A.D. 2002 AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "FC RESORT LLC" WAS FORMED ON THE TWENTY-FIRST DAY OF NOVEMBER, A.D 200

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



Warriet Smith Hundson

AUTHENTICATION: 2106320

DATE: 11-22-02

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