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PICK-UP WAIT MAIL
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VISIGN N. SPAPERATIONS

CT CORPORATION

December 31, 2002

Secretary of State, Florida 409 East Gaines Street Tallahassee FL 32399

Re: Order #: 5757633 SO

Customer Reference 1: 4385-10783

Customer Reference 2:

Dear Secretary of State, Florida:

Please file the attached:

FWB Magnolia Pointe Properties, LLC (GA) Registration Florida

Please return a good standing certificate along with regular evidence.

Enclosed please find a check for the requisite fees. Please return evidence of filing(s) to my attention.

If for any reason the enclosed cannot be filed upon receipt, please contact me immediately at (850) 222-1092. Thank you very much for your help.

Sincerely,

Jeffrey J Netherton Sr. Fulfillment Specialist Jeff_Netherton@cch-lis.com

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. FWB Magnolia Pointe Properties, LLC (Name of foreign limited liability company) 2. Georgia (Jurisdiction under the law of which foreign limited liability (FEI number, if applicable) company is organized) 4. December 30, 2002 5 Perpetual (Duration: Year limited liability company will cease to (Date of Organization) exist or "perpetual") 6. Upon Acceptance (Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.) 7 50 Hurt Plaza, Suite 300, Atlanta, Georgia 30308 (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: CDC Manager, Inc., 50 Hurt Plaza, Suite 300, Atlanta, Georgia 30308 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 cath of the translator translator translator. 11. Nature of business or purposes to be conducted or promoted in Florida: Any and all lawful businesses not prohibited to limited liability companies under the laws of the state of Florida including but not limited to real estate. PRESIDENT 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

PRESIDENT

WILLIAM H. PRIDCEN

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:
FWB Magnolia Pointe Properties, LLC
2. The name and the Florida street address of the registered agent and office are:
Rence Sandril
(Name)
1103 West Hibiscus Boulevard, Suite 408 Florida street address (P.O. Box NOT ACCEPTABLE)
Fiding street spacess (F.O. DOX MOL ACCEPTABLE)
Melbourne FL 32901
(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. By: (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

Corporations Division
315 West Tower
#2 Martin Luther King, Jr. Dr.
Atlanta, Georgia 30334-1530

DOCKET NUMBER : 023650036
CONTROL NUMBER : 0263847
DATE INC/AUTH/FILED: 12/30/2002
JURISDICTION : GEORGIA
PRINT DATE : 12/31/2002
FORM NUMBER : 211

MORRIS, MANNING & MARTIN
VALERIE L. DIAMOND
3343 PEACHTREE RD, NE, STE 1600
ATLANTA, GA 30326

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

FWB MAGNOLIA POINTE PROPERTIES, LLC A GEORGIA LIMITED LIABILITY COMPANY

was formed in the jurisdiction stated above or was authorized to transact business in Georgia on the above date. Said entity is in compliance with the applicable filing and annual registration provisions of Title 14 of the Official Code of Georgia Annotated 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 abovenamed entity as of the date issued. 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 certificate is issued pursuant to 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.



Cathy Cox Secretary of State