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Please give original

submission date as file date.

ACCOUNT NO. : 072100000032

REFERENCE: 904396 158334A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE: January 23, 2003

ORDER TIME: 11:42 AM

ORDER NO. : 904396-005

CUSTOMER NO: 158334A

CUSTOMER: Richard H. Powell, Esq

Powell & Strom, P.a. 92 Eglin Parkway Ne

Fort Walton Bea, FL 32549-2167

FOREIGN FILINGS

Att: Please deliver this to the attention of Agnes Lunt.

NAME: BLACKWATER DEVELOPMENT OF GEORGIA, LLC

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

_ CERTIFIED COPY CERTIFICATE OF GOOD STANDING

Our client previously tried to file this with the state.

CONTACT PERSON: Norma Hull -- EXT# 1115

EXAMINER:

POWELL & STROM, P.A.

Attorneys & Counselors At Law

RICHARD H. POWELL TRACY O. STROM JENNIFER E. FFRENCH Of Counsel: F.B. ESTERGREN

HOKE SMITH, III*
*admitted in GA only

92 EGLIN PARKWAY NE P. O. DRAWER 2167 FORT WALTON BEACH, FLORIDA 32549-2167

January 22, 2003

TEL (850) 243-7184 FAX (850) 244-2148 E-MAIL RHPLAW@GNT.NET

Legal Assistants MARCIA SARANPA NIKKI WILSON SHERRIE L. BARRETT MARY ANN HALL

Division of Corporations P. O. Box 6327 Tallahassee, Florida 32314

Attn: Agnes Lunt, Document Specialist

Re: Backwater Development of Georgia, LLC

Letter No. 203A00001844

Gentlemen:

Enclosed is the Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida on behalf of Backwater Development of Georgia, LLC, a Georgia limited liability company, corrected to indicate "upon qualification" in Section 6, along with a copy of the Application for certification purposes.

Please certify and return one copy of the application along with the Certificate of Status to the address above. If you have any questions regarding the foregoing, please do not hesitate to contact me.

Sincerely,

RICHARD H. POWELL

RHP/mws

Enclosures

EN ED 11.20



FLORIDA DEPARTMENT OF STATE

Ken Detzner Secretary of State

Please give original submission date as file date

January 14, 2003

POWELL & STROM, PA P.O. DRAWER 2167 FT. WALTON, FL 32549-2167

SUBJECT: BACKWATER DEVELOPMENT OF GEORGIA, LLC

Ref. Number: W03000001137

We have received your document for BACKWATER DEVELOPMENT OF GEORGIA, LLC and your check(s) totaling \$160.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The date first transacted business in Florida within the meaning of s. 607.1501 or 608.501, F.S., must be set forth in section 6 of the application. If the corporation/limited liability company has not yet transacted business in Florida within this meaning, please insert the words "upon qualification" in lieu of a date. (Note: Pursuant to s. 607.1502(4), F.S., this office collects a civil penalty of \$1000 for each year other than the application filing year, that a foreign corporation or limited liability company transacts business in this state without authority along with the past annual report/uniform business report fees due this office.)

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6094.

Agnes Lunt Document Specialist

Letter Number: 203A00001844

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: OFUEL OF MENT OF GEORGIA (Name of foreign limited liability company) urisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable) (Duration: Year limited liability company will cease to exist or "perpetual") usiness in Florida. (See sections 608.501, 608.502, and 817.155, F.S.) 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: 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: 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

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLÖRIDA 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		
BACK	WATER DEVELOPMENT	1 0F
() EoR 2. The name and the Florida	STREET address of the registered agent and office are:	- 23
	Rich Powell (Name)	SUPPLIE THE
	92 Eglin Parhuey NE Florida street address (P.O. Box NOT ACCEPTABLE)	
Forth	Valtur Bruch FL 33245 8 (City/State/Zip)	3

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)

3

Secretary of State

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

DOCKET NUMBER : 030070749
CONTROL NUMBER : 0300662
DATE INC/AUTH/FILED: 12/17/2002
JURISDICTION : GEORGIA
PRINT DATE : 01/07/2003

FORM NUMBER : 211

BACKWATER DEVELOPMENT OF GEORGIA, LLC

#121, 110 HABERSHAM DR. FAYETTEVILLE, GA 30214

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

BACKWATER DEVELOPMENT OF GEORGIA, 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