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HOLCOMB & MAYTS, P.A.

Attorneys And Counselors at Law 106 S. TAMPANIA AVE., STE 200 TAMPA, FLORIDA 33609 Phone: (813) 874-8800 Fax: (813) 874-8700

VICTOR W. HOLCOMB

ANDREW J. MAYTS, JR.

April 7, 2003

Secretary of State Division of Corporations Registration Section P. O. Box 6327 Tallahassee, Florida 32314

RE: Masterson, LLC

To Whom It May Concern:

Enclosed herewith please find the original and one copy of the Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida, togethe with the Certificate of Designation of Registered Agent. Please file and record the original Application affe use the extra copy to return to the undersigned as a certified copy.

Also enclosed is our firm check in the amount of \$155.00, which represents the following:

Filing Fee	\$100.00
Certified Copy	30.00
Registered Agent Designation	25.00
TOTAL	\$155.00

Should you have any questions, please do not hesitate to contact the undersigned.

Very truly yours,

HOLCOMB & MAYTS, P.A.

Victor W. Holcomb

/nml Enclosures

HOLCOMB & MAYTS, P.A.

Attorneys And Counselors at Law 106 S. TAMPANIA AVE., STE 200 TAMPA, FLORIDA 33609 Phone: (813) 874-8800 Fax: (813) 874-8700

VICTOR W. HOLCOMB

ANDREW J. MAYTS, JR.

April 17, 2003

Division of Corporations Attn: Diane Cushing P. O. Box 6327 Tallahassee, Florida 32314

RE: Masterson, LLC; Letter Number 403A00021496

Dear Ms. Cushing

The undersigned represents Masterson, LLC in connection with the above matter. The company known as Masterson, LLC has not yet practiced business in Florida. There was a misunderstanding when filling in the paperwork. A change should be made to item number 6 so that it reads "Upon Qualification".

I apologize for the misunderstanding. Should you have any further questions, please do not hesitate to contact the undersigned.

Very truly yours,

HOLCOMB & MAYTS, P.A.

Victor W Holcomb

VWH/nml Enclosures



FLORIDA DEPARTMENT OF STATE Glenda E. Hood Secretary of State

April 10, 2003

NICOLE LODATO HOLCOMB & MAYTS, P.A. 106 S. TAMPANIA AVE., STE 200 TAMPA, FL 33609

SUBJECT: MASTERSON, LLC Ref. Number: W03000010218

We have received your document for MASTERSON, LLC and your check(s) totaling \$155.00. However, the document has not been filed and is being retained in this office for the following:

Pursuant to section 607.1502(4), 617.1502(4) or 608.502(4), Florida Statutes, this office collects a civil penalty of \$1000 for each year this entity transacted business or conducted its affairs in Florida prior to qualification and the appropriate annual report/uniform business report fees that would have been due this office had the entity qualified the year it began operations in this state. The amount due this office to cover both annual report/uniform business report and penalty fees is \$1,050.00.

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) 245-6913.

Diane Cushing Corporate Specialist

Letter Number: 403A00021496



FLORIDA DEPARTMENT OF STATE Glenda E. Hood Secretary of State

April 21, 2003

NICOLE LODATO HOLCOMB & MAYTS, P.A. 106 S. TAMPANIA AVE., STE 200 TAMPA, FL 33609

SUBJECT: MASTERSON, LLC Ref. Number: W03000010218

We have received your document for MASTERSON, LLC and your check(s) totaling \$155.00. However, the document has not been filed and is being retained in this office for the following:

You must submit a swom affidavit stating that the application was in error.

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) 245-6913.

Letter Number: 003A00023998

Diane Cushing Corporate Specialist

Division of Compositions, P.O. POY 6227 Tollahorson, Florida 2021

AFFIDAVIT

STATE OF FLORIDA COUNTY OF HILLSBOROUGH

BEFORE ME, the undersigned authority, personally appeared Victor W. Holcomb, who, after being duly sworn on oath, deposes and says:

- 1. This Affidavit is being made based upon the personal knowledge due to being the attorney and authorized agent for Masterson, LLC.
- 2. The company known as Masterson, LLC has not yet practiced business in Florida.

 There was an error when filling out the application for authority to transact business in Florida.
 - 3. The change should be made to item number 6 so that it reads "Upon Qualification".

 FURTHER AFFIANT SAYETH NOT.

Victor W. Holcomb

Sworn to and subscribed before me this day of April, 2003, by Victor W. Holcomb, on behalf of the corporation. He/She is personally known to me or has produced

__ as identification.

Notary Public, State of Florida

My Commission Expires:



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.	MASTERSON, LLC (Name of foreign limited liability company)
	(waine of foreign infilted flability company)
2.	New Jersey (Jurisdiction under the law of which foreign limited liability company is organized) 3. 22-3823642 (FEI number, if applicable)
4.	(Date of Organization) (Duration: Year limited liability company will cease to
6.	(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.)
7.	9 East Main Street, Suite 200
	Moorestown, NJ 08057 E S (Street address of principal office)
	(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:
	Richard Masterson 27
	c/o Masterson, LLC
	9 East Main Street, Suite 200
	Moorestown, NJ 08057
10	Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records 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 eath 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 in 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.)

Richard J. Masterson
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 STÄTUTES, 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:	
MASTERSON, LLC	<u>* </u>
2. The name and the Florida street address of the registered agent and office are:	
Victor W. Holcomb (Name)	03 MAY - 1
106 S. Tampania Ave., Suite 200 Florida street address (P.O. Box NOT ACCEPTABLE)	
Tampa FL 33609 (City/State/Zip)	MIO: 25 EFFLORIDA

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.

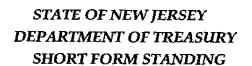
Jum W. Haligur

\$ 100.00 Filing Fee for Application

\$ 25.00 Designation of Registered Agent

\$ 30.00 Certified Copy (optional)

\$ 5.00 Certificate of Status (optional)



MASTERSON, LLC

With the Previous or Alternate Name

MASTERSON DEVELOPMENT (Alternate Name)

I, the Treasurer of the State of New Jersey, do hereby certify that the above-named New Jersey Domestic Limited Liability Company was registered by this office on June 8, 2001.

As of the date of this certificate, said business continues as an active business in the State of New Jersey. Annual Reports are outstanding for the following year(s):

2002

I further certify that the registered agent and registered office are:

Capehart & Scatchard Pa Att Charles A Rizzi Jr 8000 Midlantic Dr Ste 300 Mt Laurel, NJ 08054

Continued on next page . . .

IALLAHASSEL FLORIDA

