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(City/State/Zip/Phone #)

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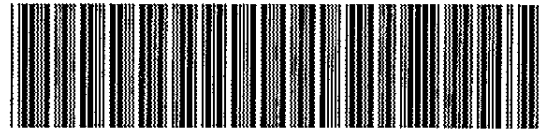
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03 MAY 14 AM 11:31

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MAY 14 2003

THE PETERS GP CORPORATION

4056 CERRILLOS ROAD, SUITE F-1, SANTA FE, NM 87507

P.O. BOX 908, SANTA FE, NM, 87504-0908

TEL 505 424-9081 FAX 505 424-1890

May 13, 2003

By Federal Express

Florida Department of State
Registration Section
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

RE: *Circle P Investments of Florida, LLC*
Application by Foreign Limited Liability Company

Ladies/Gentlemen:

Please find enclosed original and copy of Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida, attaching original certificate of existence and Certificate of Designation of Registered Agent. Also enclosed is our check number 10742 in the amount of \$125.00, representing the required filing fee for the Application and Designation of Registered Agent.

Once you have processed these documents, please return a filed-endorsed copy of same in the Federal Express envelope provided.

Thank you for your assistance.

Very truly yours,



Susan S. Dalluege
Legal Assistant

/sd

enclosures

cc: George F. Bingham, Esq.
(w/o enclosures)

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FILED
03 MAY 14 AM 11:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**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. Circle P Investments of Florida, LLC
(Name of foreign limited liability company)
2. Delaware 3. 20-0010127
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)
4. April 15, 2003 5. December 31, 2078
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")
6. May 15, 2003 [anticipated]
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 2 Osprey Lane
Kay Largo, Florida 33037
(Street address of principal office)

FILED
MAY 14 2003
CLERK OF STATE
TALLAHASSEE, FLORIDA

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

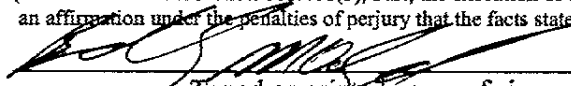
9. The name and usual business addresses of the managing members or managers are as follows:

Gerald P. Peters
4056 Cerrillos Road, Suite F-1
Santa Fe, New Mexico 87507

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
Ownership/Investment

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
Bradley M. Odgaard, Treasurer

**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:

Circle P Investments of Florida, 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

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/By: Candice L. Mallemece

Candice L. Mallemece
(Signature)

Assistant Secretary

\$ 100.00 Filing Fee for Application
\$ 25.00 Designation of Registered Agent
\$ 30.00 Certified Copy (optional)
\$ 5.00 Certificate of Status (optional)

FILED
03 MAY 4 AM 11:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

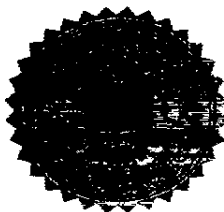
Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CIRCLE P INVESTMENTS OF FLORIDA, 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-EIGHTH DAY OF APRIL, A.D. 2003.

FILED
03 MAY 14 401 PM 31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 2386516

DATE: 04-28-03