

SECRET OF STATE  
RELATIONS OFFICE

500 Ygnacio Valley Road, Suite 350  
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**ALLEN DEMPSTER**  
ATTORNEY AT LAW

500 Sansome Street, 8th Floor  
San Francisco, CA 94111  
(415) 905-6820

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

July 1, 2003

To whom it may concern:

Terrapin Pensacola, LLC  
Application by Foreign LLC for Authorization to Transact Business in Florida

Enclosed please find the following executed documents incident to the above named LLC's application for registration in Florida:

- 1) Application by Foreign LLC for Authorization to Transact Business in Florida;
- 2) Certificate of Designation of Registered Agent/Registered Office;
- 3) Delaware good standing certificate for the applicant dated June 20, 2003;
- 4) Check, in the amount of \$160.00 representing the \$100 application fee, the \$25 fee for designation of the registered agent, the \$30 fee for the certified copy of the registration and the \$5 fee for an original certificate of status.

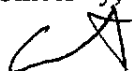
Upon approval of this application please forward the acknowledgment, certified copy of the registration and the certificate of status letter to:

Allen Dempster  
500 Ygnacio Valley Road, Suite 350  
Walnut Creek, CA 94596

Phone: (925) 287-4460  
Fax: (925) 287-4461  
Email: Allen@DDLLP.Com

Thank you for your prompt attention to this matter. Should you have any questions regarding the foregoing please do not hesitate to contact my office.

Sincerely,



Allen Dempster

Enclosure

FILED  
03 JUL - 7 10:00  
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. TERRAPIN PENSACOLA, LLC  
(Name of foreign limited liability company)
2. DELAWARE  
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 35-2208259  
(FEI number, if applicable)
4. JUNE 17, 2003  
(Date of Organization)
5. DECEMBER 31, 2053  
(Duration: Year limited liability company will cease to exist or "perpetual")
6. JUNE 17, 2003  
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 8240 NORTH DAVIS HIGHWAY PENSACOLA, FLORIDA 32514  
(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:

ANTHONY SHERMAN 38 MILLER AVE PMB # 109 MILL VALLEY CA 94941

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  
INVESTMENT

Anthony Sherman  
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.)

Anthony Sherman, Member and Manager  
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 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:

TERRAPIN PENSACOLA LLC, A DELWARE LLC

2. The name and the Florida street address of the registered agent and office are:

ANTHONY SHERMAN

(Name)

8240 NORTH DAVIS HIGHWAY

Florida street address (P.O. Box **NOT** ACCEPTABLE)

PENSACOLA

FL 32514

(City/State/Zip)

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

03 JUL -7 AM 8:00

FILED

*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.*

Anthony Sherman

(Signature)

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

# Delaware

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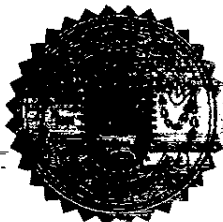
*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "TERRAPIN PENSACOLA 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 TWENTIETH DAY OF JUNE, A.D. 2003.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "TERRAPIN PENSACOLA LLC" WAS FORMED ON THE SEVENTEENTH DAY OF JUNE, A.D. 2003.

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

FILED  
03 JUL -7 AM 8:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



3671013 8300

030410152

*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State  
AUTHENTICATION: 2486809

DATE: 06-20-03