

M03000002870

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H03000260282 6)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To: Division of Corporations
Fax Number : (850) 205-0383

From: Account Name : C T CORPORATION SYSTEM
Account Number : FCA000000023
Phone : (850) 222-1092
Fax Number : (850) 222-9428

03 AUG 25 AM 11:32
SEC. TREASURY, STATE
DIVISION OF CORPORATIONS

APPROVED
AND
FILED

RECEIVED
03 AUG 25 AM 11:12
DIVISION OF CORPORATIONS

FOREIGN LIMITED LIABILITY COMPANY

Rockpoint Group, L.L.C.

Certificate of Status	0
Certified Copy	0
Page Count	04
Estimated Charge	\$125.00

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. Rockpoint Group, L.L.C.
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. Delaware 3. 16-1679061
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 08/06/03 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. upon qualification
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 13155 Noel Road, LB 54, Suite 2400, Dallas, TX 75240
(Principal office address)
13155 Noel Road, LB 54, Suite 2400, Dallas, TX 75240
(Current mailing address)

8. To engage in any lawful act or activity for which a limited liability company may be
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida) organized under the act

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)

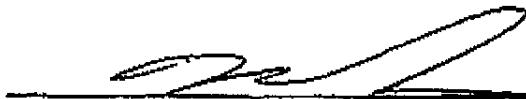
Name: CI Corporation System

Office Address: 1200 South Pine Island Road

Plantation, Florida 33324
(City) (Zip code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


(Registered agent's signature)

Michael E. Jones
Assistant Secretary

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

03 AUG 25 AM 10:52
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

03 AUG 25 AM 11:32
RECEIVED
FILED
APPROVED AND FILED

B. OFFICERS

President: William H. Walton III

Address: One Independent Drive, Suite 1600

Jacksonville, FL 32202

Vice President: Patrick K. Fox Keith B. Gelb Jonathan H. Paul Gregory J. Hartman

Address: 13155 Noel Road, Suite 2400 One Beacon Street, Suite 3400 One California Street,

Dallas, TX 75240 Boston, MA 02108 San Francisco, CA Suite 750

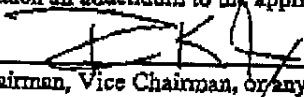
Secretary: Patrick K. Fox

Address: 13155 Noel Road, Suite 2400 Dallas, TX 75240

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

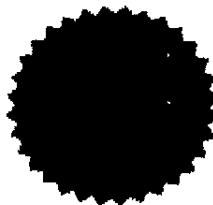
13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Patrick K. Fox, Vice President
(Typed or printed name and capacity of person signing application)

Delaware

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ROCKPOINT GROUP, L.L.C." 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 THIRTEENTH DAY OF AUGUST, A.D. 2003.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3656240 8300
030528333

AUTHENTICATION: 2580622

DATE: 08-13-03