

MO3000003877

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(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

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For. LLC
CC + CUS

MO3-3877

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
03 NOV 17 AM 9:02

MORRIS LAW FIRM

A Limited Liability Company

November 12, 2003

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: Sea Breeze Property Management, L.L.C.

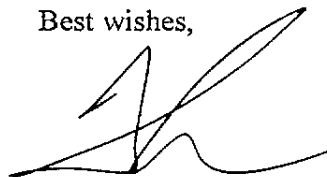
Dear Sir/Madam:

Enclosed, please find the following:

1. An Application by a Foreign Limited Liability Company for Authorization to Transact Business in Florida;
2. A Certificate of Designation of Registered Agent / Registered Office;
3. An original Certificate of Existence of Sea Breeze Property Management, L.L.C.; and
4. This firm's check in the amount of \$160.00 for filing fees, including a Certified Copy and Certificate of Status.

Thank you for your assistance.

Best wishes,



Thornton W. Morris

Enclosures

G:\01Clients\Sea Breeze Prop Mgmt.LLC\FL Transmittal ltr.dot

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**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 TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. Sea Breeze Property Management, L.L.C.
(Name of foreign limited liability company)
2. Georgia 3. 20-0376266
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)
4. 11/05/2003 5. December 31, 2045
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")
6. 11/25/2003
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 1950 North Park Place, Suite 400, Atlanta Georgia 30339
(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:

N/A

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: _____

Transactions in real property.

Charles E. Nail, Jr.
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.)

Charles E. Nail, Jr.

Typed or printed name of signee

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**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:

Sea Breeze Property Management, L.L.C.

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

Mr. Charles E. Nail, Jr.

(Name)

101 North Riverside Drive, Suite 117

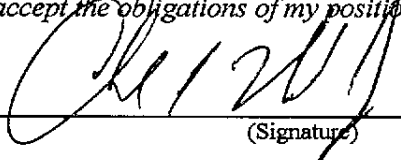
Florida street address (P.O. Box **NOT** ACCEPTABLE)

Pomano Beach FL 33062

(City/State/Zip)

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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)

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

CONTROL NUMBER : 0360951
DATE INC/AUTH/FILED: 11/05/2003
JURISDICTION : GEORGIA
PRINT DATE : 11/10/2003
FORM NUMBER : 211

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MORRIS LAW FIRM (A LIMITED LIABILITY CO.)
STACY CLARK
1950 NORTH PARK PLACE, S. 400
ATLANTA, GA 30339

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 as of the above print date

SEA BREEZE PROPERTY MANAGEMENT, L.L.C.
A GEORGIA LIMITED LIABILITY COMPANY

is in compliance with the applicable filing and annual registration provisions of Title 14 of the Official Code of Georgia Annotated

Said entity was formed in the jurisdiction stated above or was authorized to transact business in Georgia on the above date 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 above-named entity as of the print date above. 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 information is electronically transmitted, issued and certified in accordance with the Georgia Electronic Records and Signatures Act and 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.

20031110163000235



Cathy Cox
Secretary of State

**ARTICLES OF AMENDMENT
TO
ARTICLES OF ORGANIZATION
OF**

PRIME CONSTRUCTION AND ARCHITECTURAL DESIGN, LLC

(Present Name)
(A Florida Limited Liability Company)

FIRST: The date of filing of the articles of organization was 11-13-2003

SECOND: The following amendment(s) to the articles of organization was/were adopted by the limited liability company:

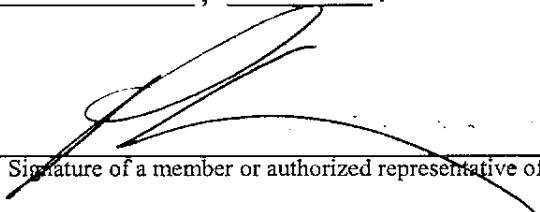
Amend Article V:

MGR
Prime Development and Construction Company
995 North Miami Beach Blvd., Suite 142
North Miami Beach, Florida 33162

MGR
JJM3 CAD, Inc.
2749 NE 25th Street
Light House Point, Florida 33064

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Dated November 15, 2003



Signature of a member or authorized representative of a member

Ruben T. Thompson

Typed or printed name of signee

Filing Fee: \$25.00