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J. BRYAN JAN 21 2004

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January 12, 2004

Department of State
Division of Corporations
Corporate Filings
409 E. Gaines Street
Tallahassee, Florida 32399

Re: Lakewood Ranch, LLC

Dear Sir or Madam:

Enclosed please find a completed Application By Foreign Limited Liability Company For Authorization To Transact Business In Florida, together with a Certificate of Existence of recent date issued by the Alabama Secretary of State, and our firm's check in the amount of \$130.00 to cover both the filing fee as well as the Certificate of Status fee.

Thank you for your prompt attention to this matter.

Very truly yours,

JOHNSTON, HINESLEY, FLOWERS & CLENNEY, P.C.

R. Eugene Clenney, Jr.

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TALLAHASSEE, FLORIDA

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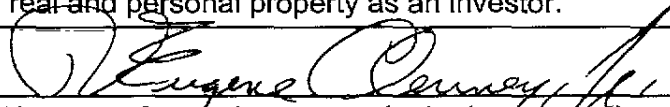
Enclosures

**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. Lakewood Ranch LLC
(Name of foreign limited liability company)
2. Alabama
(Jurisdiction under the law of which foreign limited liability company is organized)
3. Applied For
(FEI number, if applicable)
4. 12-17-2003
(Date of Organization)
5. Perpetual
(Duration: Year limited liability company will cease to exist or "perpetual")
6. 1-2-2004
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 4204 South Park Avenue
Dothan, Alabama 3630
(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:
Emily James, 302B West 23rd Street, Panama City, Florida 32405

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: Invest in, hold, and
otherwise deal in real and personal property as an investor.


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.)

R. Eugene Clenney, Jr., Attorney for Lakewood Ranch LLC

Typed or printed name of signee

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TALLAHASSEE, FLORIDA

**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:

Lakewood Ranch LLC

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

Emily Smith James

(Name)

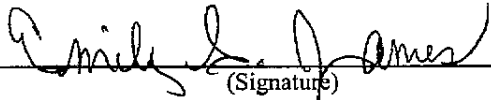
302B West 23rd Street

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

Panama City FL 32405

(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.


(Signature)

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

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TALLAHASSEE, FLORIDA

Nancy L. Worley
Secretary of State

P.O. Box 5616
Montgomery, AL 36103-5616

STATE OF ALABAMA

I, Nancy L. Worley, Secretary of State of the State of Alabama, having custody of the Great and Principal Seal of said State, do hereby certify that

the domestic corporate records on file in this office disclose that Lakewood Ranch LLC organized in the office of the Judge of Probate of Houston County on December 17, 2003. I further certify that the records do not disclose that said Lakewood Ranch LLC has been dissolved.

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TALLAHASSEE, FLORIDA



In Testimony Whereof, I have hereunto set my hand and affixed the Great Seal of the State, at the Capitol, in the City of Montgomery, on this day.

January 8, 2004

Date

Nancy L. Worley
Nancy L. Worley

Secretary of State