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NOTATION OF ADISTAID

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ACCOUNT NO. : 072100000032

REFERENCE :

406103

4305738

COST LIMIT

\$ 160.00

ORDER DATE: January 22, 2004

ORDER TIME : 11:55 AM

ORDER NO. : 406103-090

CUSTOMER NO: 4305738

CUSTOMER: Ms. Becky Heath Hirschler Fleischer

Bldg. 701, Federal Reserve Bank Building 701 East Byrd

Richmond, VA 23219

FOREIGN FILINGS

NAME: USA HAMPTONS 16, LLC

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

___ CERTIFIED COPY

PLAIN STAMPED COPY

CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Darlene Ward -- EXT# 2935

EXAMINER:

APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER ASSOCIATION OF STATUTES ASSOCIATION OF STATE OF FLORIDA:

USA Hamptons 16, LLC	
(Name of	f foreign limited liability company)
Delaware	3.
Jurisdiction under the law of which foreign limited l company is organized)	
December 22, 2003	5. Perpetual
(Date of Organization)	5. Perpetual (Duration: Year limited liability company will cease to exist or "perpetual")
immediately upon acceptance of this	Application for Authority
(Date first transacted business in Flo	orida. (See sections 608.501, 608.502, and 817.155, F.S.)
701 East Byrd Street, 15th Floor, Rich	nmond, Virginia 23219
Ctros	et address of principal office)
<i>Jule)</i>	or manifest or principal order
If limited liability company is a manager-n	nanaged company, check here
The name and name business addresses of	the managing members or managers are as fallows:
	the managing members or managers are as follows:
	the managing members or managers are as follows: Court, Steamboat Springs, Colorado 80487
	-
	-
	-
	-
	-
Michelle Caragol, 26025 Vista Valley	Court, Steamboat Springs, Colorado 80487
Michelle Caragol, 26025 Vista Valley Attached is an original certificate of existence, no mo	re than 90 days old, duly authenticated by the official having custody of re
Michelle Caragol, 26025 Vista Valley Attached is an original certificate of existence, no mother jurisdiction under the law of which it is organized	ore than 90 days old, duly authenticated by the official having custody of red. (A photocopy is not acceptable. If the certificate is in a foreign language
Michelle Caragol, 26025 Vista Valley Attached is an original certificate of existence, no mo	ore than 90 days old, duly authenticated by the official having custody of red. (A photocopy is not acceptable. If the certificate is in a foreign language for must be submitted.)
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Michelle Caragol, 26025 Vista Valley Attached is an original certificate of existence, no mothe jurisdiction under the law of which it is organized translation of the certificate under oath of the translate. Nature of business or purposes to be conducted.	ore than 90 days old, duly authenticated by the official having custody of red. (A photocopy is not acceptable. If the certificate is in a foreign language for must be submitted.)

Lara D. Coleman, Authorized Representative of Member

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:
USA Hamptons 16, LLC
2. The name and the Florida street address of the registered agent and office are:
Corporation Service Company
(Name)
1201 Hays Street
Florida street address (P.O. Box NOT ACCEPTABLE)
Tallahassee FL 32301
(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.

Crystal Bales, ast Secretary

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

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "USA HAMPTONS 16, 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 SECOND DAY OF JANUARY, A.D. 2004.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "USA HAMPTONS 16, LLC" WAS FORMED ON THE TWENTY-SECOND DAY OF DECEMBER, A.D. 2003.

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

3743685 8300

Warriet Smith Windson, Secretary of State

AUTHENTICATION: 2846250

030828576 DATE: 01-02-04