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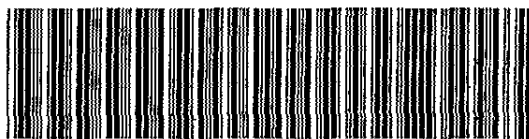
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**BOWRON & LATT
WASDEN, P.C.**

MAILING ADDRESS:
POST OFFICE BOX 16046
MOBILE, ALABAMA 36616

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January 14, 2004

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TALLAHASSEE, FLORIDA
CLERK OF DISTRICT COURT
ALSO ADMITTED TO PRACTICE IN
ALABAMA, MISSISSIPPI, ALASKA

Florida Department of State
Registration Section
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: Bentley Oaks, LLC

Dear Ladies and Gentlemen:

Enclosed, please find an Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida along with Certificate of Designation of Registered Agent/Registered Office on the above referenced Alabama limited liability company. We have also enclosed our firm check in the amount of \$155.00 to cover the filing fee, as well as a certified copy.

Should you have any questions, or need additional information, please do not hesitate to contact me.

Thank you in advance for your assistance in this matter.

Sincerely,


DOUGLAS L. ANDERSON

DLA/mt

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. Bentley Oaks, LLC
(Name of foreign limited liability company)
2. Alabama
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 13-4255421
(FEI number, if applicable)
4. June 18, 2003
(Date of Organization)
5. Perpetual
(Duration: Year limited liability company will cease to exist or "perpetual")
6. August 1, 2003
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 41 West I-65 Service Road, 3rd Floor
Mobile, Alabama 36608
(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:
Chester J. Stefan
41 West I-65 Service Road, 3rd Floor
Mobile, Alabama 36608

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: Acquire, develop,
manage and sell property.

Chester J. Stefan
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.)

Chester J. Stefan STEFAN

Typed or printed name of signee

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TALAHASSEE, FLORIDA
SECRETARY OF STATE

**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:

Bentley Oaks, LLC

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

Joseph J. Campus, III

(Name)

3298 Summit Boulevard, #18

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

Pensacola,

FL

32503-4350

(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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SECRETARY OF STATE
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 Bentley Oaks, LLC organized in the office of the Judge of Probate of Mobile County on June 19, 2003. I further certify that the records do not disclose that said Bentley Oaks, LLC has been dissolved.



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 12, 2004

Date

Nancy L. Worley
Nancy L. Worley

Secretary of State