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03/24/04--01024--020 **30.00



04/24/04 12:24:40
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FOLTZ MARTIN LLC

ATTORNEYS AT LAW

5 PIEDMONT CENTER SUITE 750 ATLANTA GA 30305-1541
TELEPHONE 404-231-9397 / FACSIMILE 404-237-1659
chunt@foltzmartin.com

March 23, 2004

VIA FEDERAL EXPRESS

Office of the Secretary of State
State of Florida
Registration Section
Division of Corporations
409 E. Gaines Street
Tallahassee, Fla. 32399

*Re: Qualification in Florida for Sebastian Exchange, LLC and Blue Ribbon
Crabapple, LLC*

Dear Sirs:

I am enclosing the following documents in connection with the qualification of two limited liability companies to do business in the State of Florida:

- A. Sebastian Exchange, LLC
 - 1. Check No. 6963 in the amount of \$30.00 for Certified Copy Fee;
 - 2. Check No. 6961 in the amount of \$25.00 for Designation of Registered Agent;
 - 3. Check No. 6959 in the amount of \$100.00 Application Fee;
 - 4. Application for Authorization with attached Certificate of Good Standing and Certified Organizational Documents from the Secretary of State of Georgia;
 - 5. Registered Agent Designation;
 - 6. Set of Documents Certified Copy.

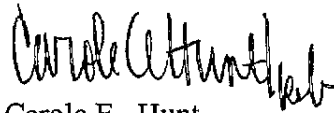
- B. Blue Ribbon Crabapple, LLC
 - 1. Check No. 6962 in the amount of \$30.00 for Certified Copy Fee;
 - 2. Check No. 6960 in the amount of \$25.00 for Designation of Registered Agent;
 - 3. Check No. 6958 in the amount of \$100.00 Application Fee;
 - 4. Application for Authorization with attached Certificate of Good Standing and Certified Organizational Documents from the Secretary of State of Georgia;
 - 5. Registered Agent Designation;
 - 6. Set of Documents Certified Copy.

We are also enclosing a return Federal Express label and envelope for your convenience in returning these documents to the undersigned. We would appreciate such expedited services as may be available to us. *Should there be any question or problem with this filing, please contact either the undersigned or Thomas Harper, Esquire, at the phone number on this letter head or by e-mail to chunt@foltzmartin.com or tharper@foltzmartin.com so that we may have an opportunity to solve the problem without the delay of a mail or delivery turn-a-round.*

We very much appreciate your assistance in this matter.

Very truly yours,

FOLTZ MARTIN, LLC



Carole E. Hunt
Paralegal

/CH

**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 TRANSACTIONS BUSINESS IN THE STATE OF FLORIDA:

1. Sebastian Exchange, LLC
(Name of foreign limited liability company)
2. State of Georgia
(Jurisdiction under the law of which foreign limited liability company is organized)
3. Applied For
(FEI number, if applicable)
4. March 17, 2004
(Date of Organization)
5. Perpetual
(Duration: Year limited liability company will cease to exist or "perpetual")
6. March 25, 2004
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 5600 Roswell Road, Suite E-275
Atlanta, Georgia 30342
(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:
David Thomas, Commercial Real Estate
5600 Roswell Road, Suite E-275
Atlanta, Georgia 30342
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, improve and deal in commercial real estate

J Marshall Martin
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.)

J Marshall Martin
Typed or printed name of signee

FILED
04 MAR 24 PM 10:40
CLERK OF THE CIRCUIT COURT
IN AND FOR THE COUNTY OF
DADE, 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:

Sebastian Exchange, LLC

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

Pam Masters, Esquire

(Name)

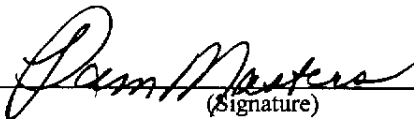
648 Ocean Shore Boulevard

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

Ormond Beach, FL 32176

(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)

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

DOCKET NUMBER : 040781229
CONTROL NUMBER : 0415157
DATE INC/AUTH/FILED: 03/17/2004
JURISDICTION : GEORGIA
PRINT DATE : 03/18/2004
FORM NUMBER : 211

FOLTZ MARTIN LLC
CAROL HUNT
5 PIEDMONT CENTER #750
ATLANTA, GA 303051541

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

SEBASTIAN EXCHANGE, LLC
A GEORGIA LIMITED LIABILITY COMPANY

was formed in the jurisdiction stated above or was authorized to transact business in Georgia on the above date. Said entity is in compliance with the applicable filing and annual registration provisions of Title 14 of the Official Code of Georgia Annotated 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 date issued. 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 certificate is issued pursuant to 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.



A handwritten signature in black ink, appearing to read "Cathy Cox". The signature is fluid and cursive.

Cathy Cox
Secretary of State