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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2005 NOV 15 P 2:56

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MOORE, HILL & WESTMORELAND, P.A.

ATTORNEYS AT LAW

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February 17, 2005

* Board Certified Civil Trial Lawyer
† Board Certified Appellate Lawyer
✱ Certified Circuit Court Mediator
+ Also Admitted in Alabama

Registration Section
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

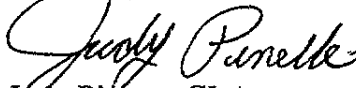
Re: Monterey at Rosemary Beach, LLC

Dear Sir or Madam:

Enclosed is an Application by Foreign Limited Liability Company to File Amendment to Application for Authorization to Transact Business in Florida, the Certificate from Georgia and our firm's check in the amount of \$25.00. If everything appears in order, please file the Amendment. If you have any questions or need anything further, please do not hesitate to contact us.

Very truly yours,

MOORE, HILL & WESTMORELAND, P.A.


Judy Pinette, CLA to
Margaret T. Stopp

/jap
Enclosures

FILED
2005 MAR 15 P 2:56
TALLAHASSEE, FLORIDA
CLERK OF DISTRICT COURT

MOORE, HILL & WESTMORELAND, P.A.

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Writer's Email Address:
jpinette@mhw-law.com

March 10, 2005

Ms. Diane Cushing
Document Specialist
Florida Dept. of State
Post Office Box 6327
Tallahassee, FL 32314

Re: Monterey at Rosemary Beach, LLC
Ref. Number: M04000001542

Dear Ms. Cushing:

Pursuant to your letter dated February 23, 2005, enclosed is a certified copy from the Georgia Secretary of State regarding Monterey at Rosemary Beach, LLC and its name change to Monterey In Bay County, LLC. If you have any questions or need anything further in order to process this name change, please do not hesitate to contact us.

Very truly yours,

MOORE, HILL & WESTMORELAND, P.A.


Judy Pinette, CLA to
Margaret T. Stopp

/jap
Enclosure



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

February 23, 2005

JUDY PINETTE
MOORE HILL & WESTMORELAND, P.A.
P.O. BOX 13290
PENSACOLA, FL 32591-3290

SUBJECT: MONTEREY AT ROSEMARY BEACH, LLC
Ref. Number: M04000001542

We have received your document for MONTEREY AT ROSEMARY BEACH, LLC and your check(s) totaling \$25.00. However, the document has not been filed and is being retained in this office for the following:

An original, duly authenticated certificate from the state of incorporation/organization evidencing the amendment, must be submitted with the application. The certificate must have been issued within the past 90 days.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6913.

Diane Cushing
Document Specialist

Letter Number: 905A00012818

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY TO
FILE AMENDMENT TO APPLICATION FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

SECTION I (1-3 must be completed)

1. Name of limited liability company as it appears on the records of the Florida Department of State: MONTEREY AT ROSEMARY BEACH, LLC
2. Jurisdiction of its organization: Georgia
3. Date authorized to do business in Florida: April 22, 2004

SECTION II (4-7 complete only the applicable changes)

4. If the amendment changes the name of the limited liability company, when was the change effected under the laws of its jurisdiction of organization? Jan. 26, 2005
5. New name of the limited liability company: MONTEREY IN BAY COUNTY, LLC
6. If the amendment changes the period of duration, indicate new period of duration: N/A
7. If the amendment changes the jurisdiction of organization, indicate new jurisdiction: N/A
8. If the amendment corrects any false statement, indicate the statement being corrected and the correction: N/A
9. Attached is an original certificate, no more than 90 days old, evidencing the aforementioned amendment(s), duly authenticated by the official having custody of records in the jurisdiction under the law of which this entity is organized.

[Signature]
Signature of a member or the authorized representative of a member

Victor Hugo Manager
Typed or printed name of signer

Filing Fee: \$25.00

2005 MAR 15 P 2:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

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

DOCKET NUMBER : 050671419
CONTROL NUMBER : 0424052
DATE INC/AUTH/FILED: 04/14/2004
JURISDICTION : GEORGIA
PRINT DATE : 03/08/2005
FORM NUMBER : 215

MOORE, HILL & WESTMORELAND
JUDY PINETTE
P.O. BOX 13290
PENSACOLA, FL 32591

CERTIFIED COPY

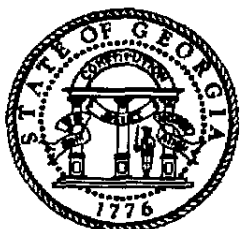
I, Cathy Cox, the Secretary of State of the State of Georgia, do hereby certify under the seal of my office that the attached documents are true and correct copies of documents filed under the name of

MONTEREY IN BAY COUNTY, L.L.C.
A GEORGIA LIMITED LIABILITY COMPANY

Said entity was formed in the jurisdiction set forth above and has filed in the Office of Secretary of State on the date set forth above its certificate of limited partnership, articles of incorporation, articles of association, articles of organization or application for certificate of authority to transact business in Georgia.

This certificate is issued pursuant to Title 14 of the Official Code of Georgia Annotated and is prima-facie evidence of the existence or nonexistence of the facts stated herein.

2005 MAR 15 P 2:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Cathy Cox
Secretary of State

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

DOCKET NUMBER : 050470394
CONTROL NUMBER: 0424052
EFFECTIVE DATE: 01/26/2005
REFERENCE : 0045
PRINT DATE : 02/16/2005
FORM NUMBER : 661

ALSTON & BIRD LLP
JACK C. SAWYER
1201 WEST PEACHTREE ST.
ATLANTA, GA 30309

CERTIFICATE OF NAME CHANGE AMENDMENT

I, Cathy Cox, the Secretary of State of the State of Georgia, do hereby certify under the seal of my office that

MONTEREY AT ROSEMARY BEACH, LLC
A GEORGIA LIMITED LIABILITY COMPANY

has filed articles of amendment in the Office of the Secretary of State changing its name to

MONTEREY IN BAY COUNTY, L.L.C.

and has paid the required fees as provided by Title 14 of the Official Code of Georgia Annotated. Attached hereto is a true and correct copy of said articles of amendment.

WITNESS my hand and official seal in the City of Atlanta and the State of Georgia on the date set forth above.

1 2 3 4 5 6 7 8 9 10 11 12 13 14 15 16 17 18 19 20 21 22 23 24 25 26 27 28 29 30 31 32 33 34 35 36 37 38 39 40 41 42 43 44 45 46 47 48 49 50 51 52 53 54 55 56 57 58 59 60 61 62 63 64 65 66 67 68 69 70 71 72 73 74 75 76 77 78 79 80 81 82 83 84 85 86 87 88 89 90 91 92 93 94 95 96 97 98 99 100

1 2 3 4 5 6 7 8 9 10 11 12 13 14 15 16 17 18 19 20 21 22 23 24 25 26 27 28 29 30 31 32 33 34 35 36 37 38 39 40 41 42 43 44 45 46 47 48 49 50 51 52 53 54 55 56 57 58 59 60 61 62 63 64 65 66 67 68 69 70 71 72 73 74 75 76 77 78 79 80 81 82 83 84 85 86 87 88 89 90 91 92 93 94 95 96 97 98 99 100



Cathy Cox

Cathy Cox
Secretary of State

ARTICLES OF AMENDMENT

424052

1.

The name of the limited liability company is MONTEREY AT ROSEMARY BEACH, L.L.C.

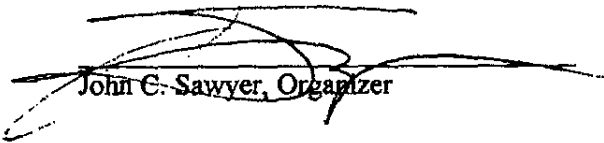
2.

Articles of Organization were filed on April 14, 2004.

3.

The Articles of Organization are hereby amended to change the name of the limited liability company from MONTEREY AT ROSEMARY BEACH, L.L.C. to MONTEREY IN BAY COUNTY, L.L.C.

The 26th day of January, 2005.


John C. Sawyer, Organizer

CORPORATIONS DIVISION

2005 JAN 26 A 9 46

SECRETARY OF STATE

CONTROL NUMBER: 0424052
EFFECTIVE DATE: 04/14/2004
JURISDICTION : GEORGIA
REFERENCE : 0167
PRINT DATE : 04/21/2004
FORM NUMBER : 356

CERTIFICATE OF ORGANIZATION

MONTEREY AT ROSEMARY BEACH, LLC
A GEORGIA LIMITED LIABILITY COMPANY

WITNESS my hand and official seal in the City of Atlanta and the State of Georgia on the date set forth above.



Atty Corp

Cathy Cox
Secretary of State



CATHY COX
Secretary of State

OFFICE OF SECRETARY OF STATE
CORPORATIONS DIVISION

315 West Tower, #2 Martin Luther King, Jr. Drive
Atlanta, Georgia 30334-1530
(404) 656-2817

Registered agent, officer, entity status information via the Internet
<http://www.georgiacorporations.org>

WARREN RARY
Director

ENRICO M. ROBINSON
Assistant Director

TRANSMITTAL INFORMATION
GEORGIA LIMITED LIABILITY COMPANY

DO NOT WRITE IN SHADED AREA - AOS USE ONLY

DOCKET #	PENDING #	CONTROL #
DOCKET CODE	DATE FILED	AMOUNT RECEIVED \$100-
TYPE CODE GL	EXAMINER	JURISDICTION (COUNTY) CODE 060
CHECK/RECEIPT # 521124		

NOTICE TO APPLICANT: PRINT PLAINLY OR TYPE REMAINDER OF THIS FORM

1.	041120583 LLC Name Reservation Number (if one has been obtained; if articles are being filed without prior reservation, leave this line blank) Monterey at Rosemary Beach, LLC LLC Name (List exactly as it appears in articles)				
2.	John C. Sawyer Name of person filing articles (certificate will be mailed to this person, at address below) Alston & Bird LLP, 1201 West Peachtree Street Address Atlanta, GA 30309-3424 City State Zip Code		(404) 881-7886 Telephone Number		
3.	4080 McGinnis Ferry Road, Suite 1003 Principal Office Mailing Address of LLC (Unlike registered office address, this may be a post office box) Alpharetta, GA 30005 City State Zip Code				
4.	John C. Sawyer Name of LLC's Registered Agent in Georgia Alston & Bird LLP, 1201 West Peachtree Street Registered Office Street Address of LLC in Georgia (Post office box or mail drop not acceptable for registered office address) Atlanta, Fulton GA 30309-3424 City County State Zip Code				
5.	Name and Address of each organizer (Attach additional sheets if necessary) John C. Sawyer, Alston & Bird LLP, 1201 West Peachtree Street, Atlanta, GA 30309-3424 Organizer Address City State Zip Code Organizer Address City State Zip Code				
6.	Mail or deliver the following items to the Secretary of State, at the above address: 1) This transmittal form 2) Original and one copy of the Articles of Organization 3) Filing fee of \$100.00 payable to Secretary of State. Filing fees are NON-refundable.				
[Signature] Authorized Signature Member, Manager, Organizer or Attorney-in-fact (Circle one)		April 13, 2004 Date			
Request certificates and obtain entity information via the Internet: http://www.georgiacorporations.org					

FORM 231

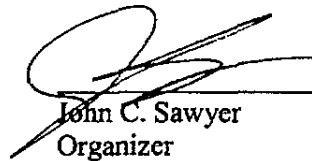
**ARTICLES OF ORGANIZATION
OF
MONTEREY AT ROSEMARY BEACH, LLC**

Articles of Organization of Monterey at Rosemary Beach, LLC (the "LLC"), dated April 13, 2004, to form a limited liability company under the Georgia Limited Liability Company Act (O.C.G.A. § 14-11-100 et seq.).

FIRST. The name of the limited liability company formed hereby is Monterey at Rosemary Beach, LLC.

SECOND. Management of the LLC will be vested in one or more managers.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization as of the date first above written.



John C. Sawyer
Organizer

CORPORATIONS DIVISION

2004 APR 14 P 12:06

SECRETARY OF STATE