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JULIA A. HARRIS

MO4-1749
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cc/ues 35

SHEEHY, LOVELACE & MAYFIELD, P. C.

ATTORNEYS AND COUNSELORS AT LAW
Established 1893

510 N. VALLEY MILLS DRIVE
SUITE 500
WACO, TEXAS 76710

TELEPHONE (254) 772-8022
FACSIMILE (254) 772-9297

BENJAMIN COOPER LACY
E-MAIL: blacy@slmpc.com

FIRM WEBSITE: www.slmpc.com
FIRM E-MAIL: sheehy@slmpc.com

April 13, 2004

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

Via Federal Express

Re: *Registration of PBMP Asset Management, L.L.C., Leisure American Realty, Ltd., and Leisure American Vacation Rentals, Ltd.*

Gentlemen:

Enclosed please find an original and a copy of the Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida for PBMP Asset Management, L.L.C. and a Designation of Registered Agent. Please file the application and designation and return a certified copy and certificate of status to the address above.

Additionally, please find an original and a copy of (1) the Application by Foreign Limited Partnership for Authorization to Transact Business in Florida for Leisure American Realty, Ltd. and an Affidavit of Capital Contributions, and (2) the Application by Foreign Limited Partnership for Authorization to Transact Business in Florida for Leisure American Vacation Rentals, Ltd. and an Affidavit of Capital Contributions. Please file the originals and return certified file marked copies to the address above.

Please file the Limited Liability Company application first and then the Limited Partnership applications. Enclosed is a check in the amount of \$678.00 representing the filing fees.

Office of the Secretary of State

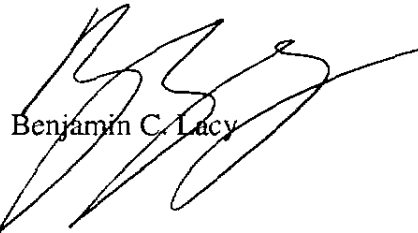
April 14, 2004
Page Two

Please contact the undersigned at 1-800-666-7231 when the documents have been processed or if you have any questions or need any additional information.

Thank you.

Very truly yours,

SHEEHY, LOVELACE & MAYFIELD, P.C.



Benjamin C. Lacy

BCL/lo

Encl.

cc: Mr. Michael Power

RECEIVED
OFFICE OF THE
SECRETARY OF STATE
APR 14 2004

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May 5, 2004

Office of the Secretary of State
Attn: Tammi Cline
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

*Re: Registration of PBMP Asset Management, L.L.C., Leisure American Realty,
Ltd., and Leisure American Vacation Rentals, Ltd.*

Dear Tammi:

Enclosed please find an original and a copy of the Certificate of Existence of PBMP Asset Management, L.L.C. as requested by your letter of April 23, 2004. This should complete the requirements for registration in the State of Florida. I have also enclosed copies of the letters sent from your office.

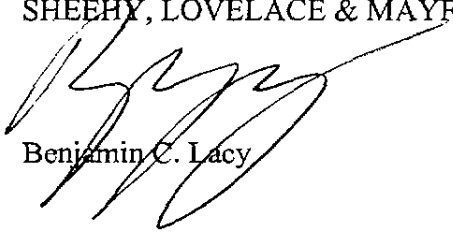
As requested in my previous letter regarding the above-referenced entities, please file the Limited Liability Company application first and then the Limited Partnership applications.

Please contact the undersigned at 1-800-666-7231 when the documents have been processed or if you have any questions or need any additional information.

Thank you.

Very truly yours,

SHEEHY, LOVELACE & MAYFIELD, P.C.


Benjamin C. Lacy

BCL/lo

Encl.

cc: Mr. Michael Power

**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. PBMP ASSET MANAGEMENT, L.L.C.
(Name of foreign limited liability company)
2. Texas
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 11-3713822
(FEI number, if applicable)
4. December 29, 2003
(Date of Organization)
5. Perpetual
(Duration: Year limited liability company will cease to exist or "perpetual")
6. January 10, 2004
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 5601 Edmond, Suite M, Waco, Texas 76710
(Street address of principal office)

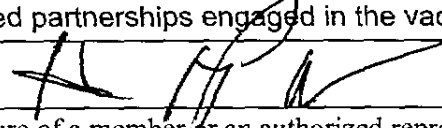
8. If limited liability company is a manager-managed company, check here ☐

9. The name and usual business addresses of the managing members or managers are as follows:

Michael M. Power, 5601 Edmond, Suite M, Waco, Texas 76710

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: To serve as the
general partner of limited partnerships engaged in the vacation rental and realty businesses


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.)

Michael Power, Sole 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:

PBMP ASSET MANAGEMENT, L.L.C.

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

Phillip Belli

(Name)

2450 Estero Boulevard

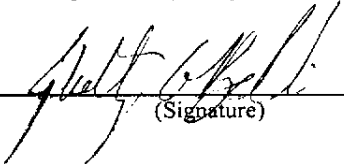
Florida street address (P.O. Box **NOT** ACCEPTABLE)

Ft. Myers

FL 33931

(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)

Corporations Section
P.O.Box 13697
Austin, Texas 78711-3697



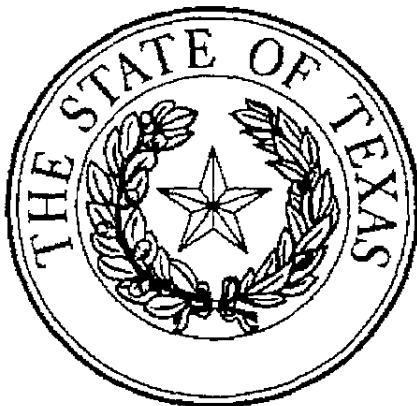
Geoffrey S. Connor
Secretary of State

Office of the Secretary of State

The undersigned, as Secretary of State of Texas, does hereby certify that the document, Articles of Organization for PBMP ASSET MANAGEMENT, L.L.C. (filing number: 800284237), a Domestic Limited Liability Company (LLC), was filed in this office on December 29, 2003.

It is further certified that the entity status in Texas is active.

In testimony whereof, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in Austin, Texas on May 03, 2004.



A handwritten signature in black ink, appearing to read "G. S. Connor".

Geoffrey S. Connor
Secretary of State