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(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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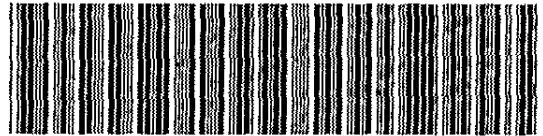
(Business Entity Name)

(Document Number)

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Sp

**SMITH
SAUER
& DEMARIA**

ATTORNEYS AT LAW

By Federal Express

May 18, 2004

*G. Thomas Smith
Board Certified
Real Estate Attorney*

Secretary of State
Registration Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

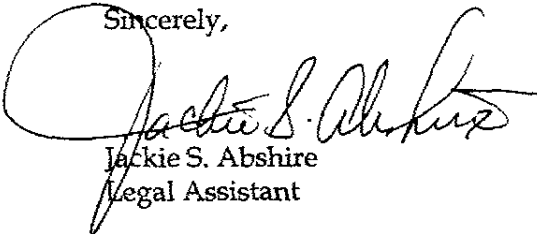
RE: Midnight Management & Investments, L.L.C.

Dear Sir or Madam:

Enclosed please find the original and a copy of the Application by Foreign L.L.C. for Authorization to Transact Business in Florida along with a check in the amount of \$125.00 to cover the filing fee and the Certificate of Existence issued by the State of Alabama. Please file the original in your usual manner and return a file-stamped copy to me as evidence of filing.

Your time and attention to this matter are greatly appreciated. Should you have any questions or need additional information, please do not hesitate to call.

Sincerely,


Jackie S. Abshire
Legal Assistant

JSA:

Enclosures

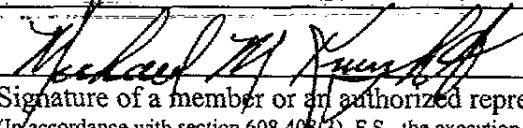
c: Midnight Management & Investments, L.L.C.

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**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. Midnight Management & Investments, L.L.C.
(Name of foreign limited liability company)
2. Alabama
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 20-0539087
(FEI number, if applicable)
4. January 28, 2004
(Date of Organization)
5. Perpetual
(Duration: Year limited liability company will cease to exist or "perpetual")
6. Upon qualification
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 222 Second Avenue, SE
Cullman, Alabama 32505
(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:
Edward A. Canaday, 605 8th Street, SE, Cullman, Alabama 35055
Joseph H. Canaday, Jr., 900 6th Avenue, SE, Cullman, Alabama 35055
Michael Knight, 150 Indian Bayou Drive, Destin, Florida 32541
CDG, L.L.C., 135 Birmingham Street, SW, Cullman, Alabama 35055
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: Real estate
development and management, and any and all lawful purposes pertaining thereto.


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 Knight

Typed or printed name of signee

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**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:

Midnight Management & Investments, L.L.C.

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

Michael Knight

(Name)

150 Indian Bayou Drive

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

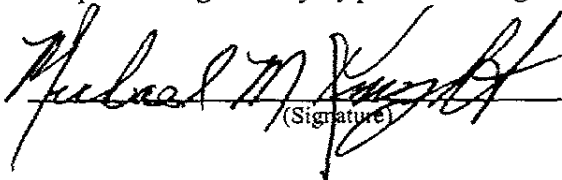
Destin

FL 32541

(City/State/Zip)

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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)

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 Midnight Mangement & Investments, L.L.C. organized in the office of the Judge of Probate of Cullman County on January 28, 2004. I further certify that the records do not disclose that said Midnight Mangement & Investments, L.L.C. has been dissolved.

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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.

May 10, 2004

Date

Nancy L. Worley

Nancy L. Worley

Secretary of State