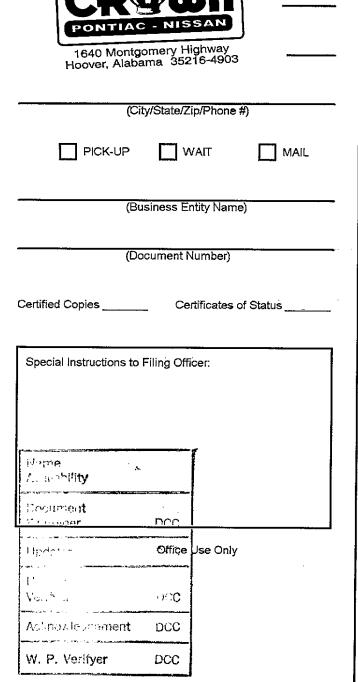
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7001 JUL 23 P 3: 3
SECRETARY OF THE

Cox



June 16, 2004

#### FLORIDA DEPARTMENT OF STATE

Division of Corporations ATTN: Diane Cushing P.O. Box 6327 Tallahassee, Florida 32314

RE: Letter Number: 104A00040601

Dear Ms. Cushing;

Forwarded herein is a State of Alabama certificate of existence for Sundance Investors, LLC.

I hope this delay has not caused you undue inconvenience.

If you have any questions you may reach me at 205-910-5413.

Yours truly,

Robert C. Roper



#### FLORIDA DEPARTMENT OF STATE Glenda E. Hood Secretary of State

June 17, 2004

CROWN PONTIAC-NISSAN 1640 MONTGOMERY HIGHWAY HOOVER, AL 35216-4903

SUBJECT: SUSNDOWN INVESTORS, LLC

Ref. Number: W04000023497

We have received your document for SUSNDOWN INVESTORS, LLC and your check(s) totaling \$125.00. However, the document has not been filed and is being retained in this office for the following:

A certificate of existence or a certificate of good standing, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

Please return 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.

Letter Number: 104A00040601

Diane Cushing Document Specialist

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

### APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1.	Sundown Investors, LLC
	(Name of foreign limited liability company)
2. '	Alabama 3. 20-1052445
(	Jurisdiction under the law of which foreign limited liability (FEI number, if applicable) company is organized)
4.	May 7th, 2004 5. perpetual
	(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")
6.	June 1st, 2004
	(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.)
7.	5241 Overland Trace
	Birmingham, Alabama 35244
	(Street address of principal office)
	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:
	Robert C. Roper, 5241 Overland Trace, Birmingham, AL 35244
	Christopher K. Sisson, 1190 Tall Timbers Lane, Birmingham, AL 35226
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 Investment
	lauret
	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.)
	Typed or printed name of signee

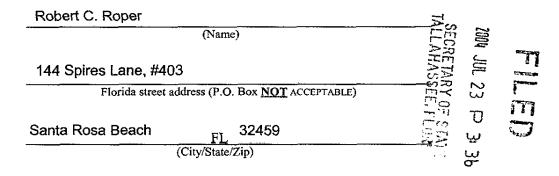
## CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

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.

<ol> <li>The name of the Limited Liability Company</li> </ol>	1.	The name	of the	Limited	Liability	· Company	/ is:
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Sundown Invertors, LLC

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



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.

(Bignature)

\$ 100.00 Filing Fee for Application

25:00 Designation of Registered Agent

\$ 30.00 Certified Copy (optional)

\$ 5.00 Certificate of Status (optional)

## 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 Sundown Investors, L.L.C. organized in the office of the Judge of Probate of Jefferson County on May 7, 2004. I further certify that the records do not disclose that said Sundown Investors, L.L.C. has been dissolved.

TOOM JUL 23 P 3: 36
SECRETARY OF STATE



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.

of S. Sarley

July 8, 2004

Date

Nancy L. Worley

**Secretary of State**