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(Business Entity Name)

(Document Number)

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UCC Filing & Search Services, Inc.
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(850) 681-6528

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108509

September 19, 2005

CORPORATION NAME (S) AND DOCUMENT NUMBER (S):

Spring Hill Note Holding Company, LLC

Filing Evidence

☒ Plain/Confirmation Copy

☐ Certified Copy

Type of Document

☐ Certificate of Status

☐ Certificate of Good Standing

☐ Articles Only

☐ All Charter Documents to Include
Articles & Amendments

☐ Fictitious Name Certificate

Retrieval Request

☐ Photocopy

☐ Certified Copy

☐ Other

NEW FILINGS		AMENDMENTS	
<input type="checkbox"/>	Profit	<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Non Profit	<input type="checkbox"/>	Resignation of RA Officer/Director
<input type="checkbox"/>	Limited Liability	<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Domestication	<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Other	<input type="checkbox"/>	Merger

OTHER FILINGS		REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Annual Reports	<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Fictitious Name	<input checked="" type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Name Reservation	<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Reinstatement	<input type="checkbox"/>	Trademark
		<input type="checkbox"/>	Other

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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. Spring Hill Note Holding Company, LLC
(Name of Foreign Limited Liability Company)

2. Delaware 3. 20-3188679
(Jurisdiction under the law of which foreign limited liability company is organized) (FBI number, if applicable)

4. 7/20/05 5. Perpetual
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")

6. Upon filing.
(Date first transacted business in Florida, if prior to registration.)
(See sections 608.501 & 608.502 F.S. to determine penalty liability)

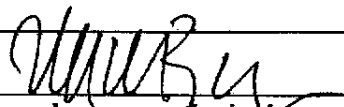
7. 1920 Nacogdoches, Suite 201
San Antonio, Texas 78209
(Street Address of Principal Office)

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:
MARK W. BAUER - MANAGER

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: _____
Any lawful activity.



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.)

Mark W. Bauer, Manager

Typed or printed name of signee

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TALLAHASSEE, 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:

SPRING HILL NOTE HOLDING COMPANY, LLC

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

UCC Filing & Search Services, Inc.
(Name)

1574 Village Square Blvd Ste 100
Florida Street Address (P.O. Box NOT ACCEPTABLE)

Tallahassee FL 32309
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, Florida Statutes.

Alyson Hand, ASST SEC
(Signature)

\$ 100.00	Filing Fee for Application
\$ 25.00	Designation of Registered Agent
\$ 30.00	Certified Copy (optional)
\$ 5.00	Certificate of Status (optional)

Delaware

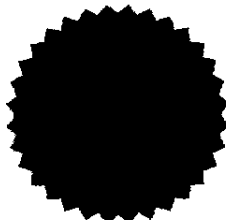
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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SPRING HILL NOTE HOLDING COMPANY, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SIXTH DAY OF SEPTEMBER, A.D. 2005.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "SPRING HILL NOTE HOLDING COMPANY, LLC" WAS FORMED ON THE TWENTIETH DAY OF JULY, A.D. 2005.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4136519

4002663 8300

050729354

DATE: 09-06-05