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J. BRYAN MAR 2 2 2006

COVER LETTER

_	stration Section sion of Corporations			
SUBJECT:	Sea Shell Management, L.L.C. (Name of Li	mited Liability Company)		
Florida," Cei		iability Company for Authorization to Transact Business in submitted to register the above referenced foreign limited .		
Please return	all correspondence concerning this	matter to the following:		
	Dawn M. Humphreys, Corp	orate Paralegal Name of Person) FILE D FILE D 1500		
	a	Name of Person)		
Helfrey, Simon & Jones, P.C.				
(Firm/Company)				
120 S. Central Ave., Ste. 1500				
		(Address)		
	St. Louis, MO 63105			
	(City/	State and Zip Code)		
For further is	nformation concerning this matter, p	lease call:		
Daw	n M. Humphreys	at (314) 725-9100 x 148		
<u></u>	(Name of Person)	(Area Code & Daytime Telephone Number)		
MAI	LING ADDRESS:	STREET ADDRESS:		
Division of Corporations		Division of Corporations		
P.O. Box 6327		Clifton Building		
Talla	hassee, FL 32314	2661 Executive Center Circle Tallahassee, FL 32301		
	a check for the following amount: 25.00 Filing Fee \$\square\$\$\$\$\$130.00 Filing Fee	-		

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.	Sea Shell Management, L.L.C. (Name of Foreign Limited Liability Company)				
	Missouri (Jurisdiction under the law of which foreign limited liability company is organized) 3. 20-4506848 (FEI number, if applicable)				
4.	March 16, 2006 (Date of Organization) 5. perpetual (Duration: Year limited liability company will cease to exist or "perpetual")				
6.	(Date first transacted business in Florida, if prior to registration.) (See sections 608.501 & 608.502 F.S. to determine penalty liability)				
7.	107 S. Meramec				
	St. Louis, MO 63105 (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: Kerry Klarfeld 				
	107 S. Meramec				
	St. Louis, MO 63105				
th	 Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in e jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a unslation of the certificate under oath of the translator must be submitted.) 				
1	1. Nature of business or purposes to be conducted or promoted in Florida: hotel/motel management & any				
	& all legal purposes for which an LLC may be organized under the Florida Limited Liability Act				
	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.)				
	Kerry Klarfeld, Manager & Authorized Agent				

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.

Sea Shell Management, L.L.C.	<u> </u>
2. The name and the Florida street address of the registered agent and office are:	FILE MR 20
C T Corporation System	SE SE C
(Name)	THE PROPERTY OF
1200 South Pine Island Road	ORIDA
Florida Street Address (P.O. Box NOT ACCEPTABLE)	**************************************
Plantation, Florida 33324	
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.

CT Corporation System

(Signature)

1. The name of the Limited Liability Company is:

J.L. Miles, Asst. Secy.

\$ 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 MISSOURI



Robin Carnahan Secretary of State



CORPORATION DIVISION CERTIFICATE OF GOOD STANDING

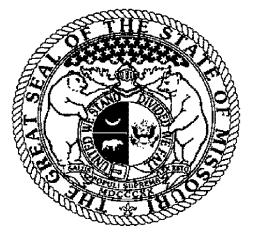
I, ROBIN CARNAHAN, Secretary of the State of Missouri, do hereby certify that the records in my office and in my care and custody reveal that

SEA SHELL MANAGEMENT, L.L.C. LC0724637

was created under the laws of this State on the 16th day of March, 2006, and is in good standing, having fully complied with all requirements of this office.

IN TESTIMONY WHEREOF, I have set my hand and imprinted the GREAT SEAL of the State of Missouri, on this, the 16th day of March, 2006

Secretary of State



Certification Number: 8490374-1 Reference: 3579-014

Verify this certificate online at http://www.sos.mo.gov/businessentity/verification