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**TO: Marsha Thomas.**

**Fax No.: 850-424-6030 Phone No.: 850-245-6097**

**FROM: Kevin D. Nelson, Esq./Lydia Brackett Date: 6/5/2006**

**Phone No.: (850) 433-6581 Fax No.: (850) 434-7163**

**REMARKS**

7 Pages (Including this page). Please call if all pages were not received.

Ms. Thomas, as we discussed, I attach the following:

1. Your letter dated April 14, 2006.
2. Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida. (Please note the address has been corrected to read **7332 Office Park Place.**)
3. Certificate of Designation of Registered Agent. (Please note the address has been corrected to read **7332 Office Park Place.**)
4. Copy of our letter dated June 1, 2006.
5. Copy of Certificate of Good Standing

**DISCLAIMER:**

To ensure compliance with requirements imposed by the Internal Revenue Service, we inform you that any U.S. federal tax advice contained in this communication (including any attachments) is not intended or written to be used, and cannot be used, for the purpose of (i) avoiding penalties under the Internal Revenue Code of 1986, as amended, or (ii) promoting, marketing or recommending to another party any transaction or matter addressed herein.

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**FLORIDA DEPARTMENT OF STATE**  
Division of Corporations

April 14, 2006

**EMMANUEL SHEPPARD & CONDON**  
POST OFFICE DRAWER 1271  
PENSACOLA, FL 32591-1271

**SUBJECT: PANAMA CITY CROSSING, LLC**  
Ref. Number: W06000017796

We have received your document for PANAMA CITY CROSSING, LLC and your check(s) totaling \$160.00. 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 your document, along with 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) 245-6097.

Marsha Thomas  
Document Specialist

Letter Number: 006A00025492

**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.

The name of the foreign limited liability company is Panama City Crossings, LLC.

The Company is organized under the laws of the State of Delaware. Jurisdiction is under Delaware law.

The Federal Employee Identification number for the Corporation is:  
84-1707422

The date of its organization is March 24, 2006.

The duration of the Company is perpetual.

The date the Company first transacted business in Florida (if prior to registration - See Sections 608.501 & 608.502, F.S., to determine penalty liability) is  
N/A

The principal office address of the Company is 7332 Office Park Place, Suite 101, Melbourne, Florida 32940.

The current mailing address of the Company is 7332 Office Park Place, Suite 101, Melbourne, Florida 32940.

The Company is manager managed.

The name and usual business address of one of the managers is:

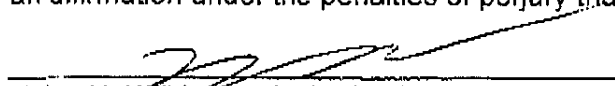
Myles H. Wilkinson  
c/o 7332 Office Park Place, Suite 101  
Melbourne, Florida 32940

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.

The nature of business to be conducted or promoted in Florida is the acquisition, development and purchase of certain real property.

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TALLAHASSEE, FLORIDA

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.

  
\_\_\_\_\_  
Myles H. Wilkinson, Authorized  
Representative of a Member

Date: 4/3/06

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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.

The name of the Limited Liability Company is:

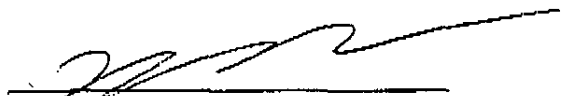
Panama City-Crossings, LLC

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

Myles H. Wilkinson  
7332 Office Park Place  
Suite 101  
Melbourne, Florida 32940

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 relative 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.

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\_\_\_\_\_  
Myles H. Wilkinson  
Date: 4/3/06

# Delaware

PAGE 1

*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PANAMA CITY CROSSINGS, 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 THIRTY-FIRST DAY OF MAY, A.D. 2006.



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4784129

4131380 8300

060521304

DATE: 05-31-06