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(Requestor's Name)

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(Address)

(City/State/Zip/Phone #)

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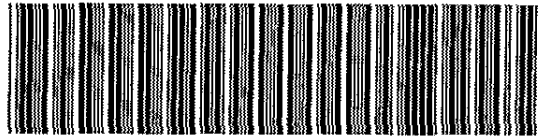
(Business Entity Name)

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## SERLING ROOKS & FERRARA LLP

Joseph Lloyd Serling\*  
Wayne D. Rooks  
Nicholas C. Ferrara  
Michael L. McKoy  
J. Reid Hunter~  
Jeffrey A. Worob†

ATTORNEYS AT LAW  
119 5<sup>th</sup> Avenue, 3<sup>rd</sup> Floor  
New York, New York 10003  
Telephone: (212) 245-7300  
Facsimile: (212) 586-5175

\* Also Member TN Bar  
† Also Member NJ Bar  
~ Also Member CA Bar  
° Of Counsel

Greg W. Brooks~  
Nicole L. Giacco  
Stacey L. Lager

Writer's email:

gwb@srfllp.com

Theodore D. Wets°  
Wallace Collins†°

September 14, 2006

*Via Overnight Delivery*

Florida Secretary of State  
Division of Corporations, Registration Section  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, Florida 32301

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2006 SEP 18 PM 2:25  
SECRETARY OF STATE  
TALLAHASSEE, FL

**Re: WT Manager, LLC, a Georgia limited liability company**

Dear Sir or Madam:

Enclosed please find:

1. One (1) signed Application by a Foreign Limited Liability Company for Authorization to Transact Business in Florida, and one (1) copy thereof, and Cover Letter;
2. One (1) signed Certificate of Designation of Registered Agent/Registered Office;
2. A check in the amount of ~~\$160.00~~ <sup>130.00</sup> in payment of the filing fees; and
4. A Certificate of Good Standing issued by the Georgia Secretary of State.

Please use the enclosed Federal Express slip with this firm's account number to return the Certificates to me so that I may receive it as soon as possible. If you have any questions, please call me immediately.

Kindly contact me if you have any questions.

Cordially,

  
Greg W. Brooks

Enclosures

cc: David Eldridge  
John Henry

**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** WT MANAGER, LLC  
(Name of Limited Liability Company)

The enclosed "Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida," Certificate of Existence, and check are submitted to register the above referenced foreign limited liability company to transact business in Florida..

Please return all correspondence concerning this matter to the following:

Greg W. Brooks  
(Name of Person)

SERLING ROOKS & FERRARA, LLP  
(Firm/Company)

119 Fifth Avenue, 3rd FL  
(Address)

New York, New York 10003  
(City/State and Zip Code)

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TALLAHASSEE, FLORIDA

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For further information concerning this matter, please call:

Greg W. Brooks at ( 212 ) 245-7300  
(Name of Person) (Area Code & Daytime Telephone Number)

**MAILING ADDRESS:**  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**STREET ADDRESS:**  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

Enclosed is a check for the following amount:

☐ \$125.00 Filing Fee    ☒ \$130.00 Filing Fee & Certificate of Status    ☐ \$155.00 Filing Fee & Certified Copy    ☐ \$160.00 Filing Fee, Certificate of Status & Certified Copy

**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. WT MANAGER, LLC  
(Name of Foreign Limited Liability Company)

2. GEORGIA  
(Jurisdiction under the law of which foreign limited liability company is organized)

3. APPLIED FOR  
(FEI number, if applicable)

4. SEPTEMBER 12, 2006  
(Date of Organization)

5. PERPETUAL  
(Duration: Year limited liability company will cease to exist or "perpetual")

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

7. 216 Seven Farms Drive, Suite 200  
Charleston, SC 29492  
(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:


ROBERT J. DORAN, JR.

216 SEVEN FARMS DRIVE, SUITE 200

CHARLESTON SC 29492

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

  
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.)

Greg W. Brooks

Typed or printed name of signee

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TALLAHASSEE, FL

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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:

WT MANAGER, LLC

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

NRAI SERVICES, INC.

(Name)

2731 EXECUTIVE PARK DRIVE, SUITE 4

Florida Street Address (P.O. Box **NOT** ACCEPTABLE)

WESTON

FL 33331

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.*

*Janita Madoney, 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)

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TALLAHASSEE, FLORIDA

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# STATE OF GEORGIA

## Secretary of State

Corporations Division  
315 West Tower  
#2 Martin Luther King, Jr. Dr.  
Atlanta, Georgia 30334-1530.

### CERTIFICATE OF EXISTENCE

I, Cathy Cox, Secretary of State and the Corporations Commissioner of the state of Georgia, hereby certify under the seal of my office that

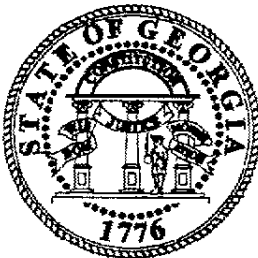
#### WT MANAGER, LLC

##### Domestic Limited Liability Company

was formed or was authorized to transact business on 09/10/2006 in Georgia. Said entity is in compliance with the applicable filing and annual registration provisions of Title 14 of the Official Code of Georgia Annotated and has not filed articles of dissolution, certificate of cancellation or any other similar document with the office of the Secretary of State.

This certificate relates only to the legal existence of the above-named entity as of the date issued. It does not certify whether or not a notice of intent to dissolve, an application for withdrawal, a statement of commencement of winding up or any other similar document has been filed or is pending with the Secretary of State.

This certificate is issued pursuant to Title 14 of the Official Code of Georgia Annotated and is prima-facie evidence that said entity is in existence or is authorized to transact business in this state.



WITNESS my hand and official seal of the City of Atlanta and the State of Georgia on 12th day of September, 2006

Cathy Cox  
Secretary of State