#### Florida Department of State

Division of Corporations Public Access System

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To:

Division of Corporations

Fax Number : (850)205-0383

From:

Account Name : TRIAD PROFESSIONAL SERVICES, LLC

Account Number : 120020000094

Phone

: (770)777-2091

fax Number

: (770)220-1943

Margaritaville Holdings II, LLC

ORIDA/FOREIGN LIMITED LIABILITY CO.

Certificate of Status 1 Certified Copy 03 Page Count \$155.00 Estimated Charge

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

IN COMPLIANCE WITH SECTION 608503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1.	Margaritaville Holdings II, LLC					
	(Name of Foreign Limited Liability Company)	_				
2.	Delaware 3, 58-2339130					
	(Jurisdiction under the law of which foreign limited liability (FEI number, if applicable) company is organized)	_				
4.	Odlober 4, 2006 5, Perpetual					
	(Date of Organization) (Duration: Year limited liability company will cease to satisf or "perpetual")	_				
	74.5					
<b>6</b> .	(Date first transacted business in Florida, if prior to registration.) (See sections 608,501 & 608,502 F,5, to determine penalty liability)	_				
7.	6800 Lakewood Plaza Drive					
•	Orlando, Florida 32819					
	(Street Address of Principal Office)					
8.	If limited liability company is a manager-managed company, check here	O.				
9.	The name and usual business addresses of the managing members or managers are as follows:					
	c/o Margaritaville Holdings LLC					
	258 Worth Avenue, Suite Q					
	Palm Beach, Florida 33480	-				
űx	<ol> <li>Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of re- ejurisdiction 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 onth of the translator must be submitted.)</li> </ol>	cords in				
11	Nature of business or purposes to be conducted or promoted in Florida:	-				
	Investing and licensing in various ventures and other activities					
	merantell					
	Signature of a member or an authorized representative of a member. (In accordance with section 608.408(3), P.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)  MAYARET F. Muss kell					
	Typed or printed name of signee					

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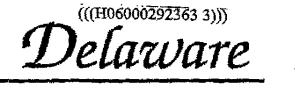
## CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

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	e of the Limited Liability Co	ompany is:		
Margaritaville	e Holdings II, LLC			
2. The name	e and the Florida street addr	ess of the registered agent and offic	e are:	
	NRAI Services, Inc.			
		(Name)	TALL SE	
	2731 Executive Park Driv	∕e. Suite 4	25 25	-
		Address (P.O. Box NOT ACCEPTABLE)	DEC 11	=
	Weston	FL 33331		
		City/State/Zip	A P I	Ö
liability comp agent and ag relating to th	vany at the place designated ree to act in this capacity. I j e proper and complete perfor f my position as registered as	nd to accept service of process for the in this certificate, I hereby accept the further agree to comply with the provenance of my duties, and I am familiagent as provided for in Chapter 608,	e appointment as re visions of all statut ar with and accept	egistered es

\$ 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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#### The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MANGARITAVILLE HOLDINGS II, 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 THENTY-NINTH DAY OF NOVEMBER, A.D. 2006.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "Marsaritaville holdings II, LLC" was formed on the fourth day OF OCTOBER, A.D. 2006.

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

4230032 8300 061086987



AUTHENTICATION: 5230800

DATE: 11-29-06

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