

MD8000001208

(Requestor's Name)

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(Address)

(Address)

(City/State/Zip/Phone #)

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(Business Entity Name)

(Document Number)

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Special Instructions to Filing Officer:

**L. SELLERS**

MAR 13 2008

**EXAMINER**

~~W0800006921~~

MAR 13 2008

~~W0850006921~~

Office Use Only



02/07/08--01031--024 \*\*125.00

2008 MAR 11 PM 12:46

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



January 31, 2008

Florida Department of State  
Division of Corporations  
Corporate Filings  
P.O. Box 6327  
Tallahassee, Florida 32314

Re: Consent to Use of Name

To Whom It May Concern:

Palm Castle Development Corporation, Inc., a Florida corporation (the "Corporation"), consents to the use of the name Palm Castle Development, LLC, a Delaware limited liability company, for purposes of registration to do business in Florida.

Palm Castle Development, LLC has been formed as an affiliate of the Corporation. The entities are under common ownership. In addition, the Corporation will serve as the manager of Palm Castle Development, LLC.

PALM CASTLE DEVELOPMENT  
CORPORATION, INC.

By: 

Name: MICHAEL J. CARROLL

Title: C.E.O.



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

February 8, 2008

MICHAEL J. CARROLL  
1425 LANGHAM TERRACE  
HEATHROW, FL 32746

SUBJECT: PALM CASTLE DEVELOPMENT, LLC  
Ref. Number: W08000006921

We have received your document for PALM CASTLE DEVELOPMENT, LLC and your check(s) totaling \$125.00. 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) 245-6984.

Deborah Bruce  
Regulatory Specialist II

Letter Number: 408A00008436

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. PALM CASTLE DEVELOPMENT, LLC

(Name of Foreign Limited Liability Company; must include "Limited Liability Company," "L.L.C.," or "LLC.")

(If name unavailable, enter alternate name adopted for the purpose of transacting business in Florida and attach a copy of the written  
consent of the managers or managing members adopting the alternate name. The alternate name must include "Limited Liability  
Company," "L.L.C.," "LLC.")

2. Delaware

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

3. 26-1622486

(FEI number, if applicable)

4. 12/18/2007

(Date of Organization)

5. perpetual

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

6. on registration

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

7. 1425 Langham Terrace, Heathrow, FL 32746

(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:

Palm Castle Development Corporation, Inc.

1425 Langham Terrace, Heathrow, FL 32746

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:

to acquire, develop, market and sell luxury resort destination properties

Michael J. Carroll  
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.)

MICHAEL J. CARROLL

Typed or printed name of signer

2008 MAR 11 PM 12:47  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

**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:

**PALM CASTLE DEVELOPMENT, LLC**

If name unavailable, the alternate name to be used in the state of Florida is:

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

**Michael J. Carroll, Sr.**

(Name)

**1425 Langham Terrace**

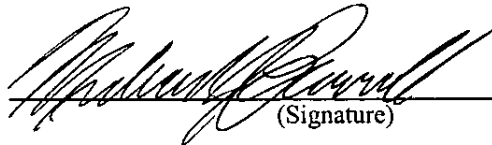
Florida Street Address (P.O. Box **NOT** ACCEPTABLE)

**Heathrow**

**FL**

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.*

  
(Signature)

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

2008 MAR 11 PM 12:47  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**FILED**

# Delaware

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*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PALM CASTLE DEVELOPMENT, 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 THIRD DAY OF MARCH, A.D. 2008.



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080274912

You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State  
AUTHENTICATION: 6422293

DATE: 03-03-08

FILED  
2008 MAR 11 PM 12  
TALLAHASSEE, FL  
SECRETARY OF STATE