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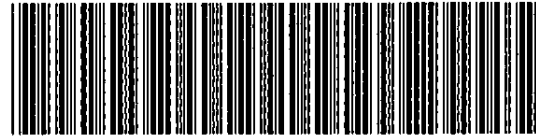
(Business Entity Name)

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SEP 10 2008

EXAMINER

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DATE: 09-10-08

NAME: BITHLO, FL OLD CHENEY HWY AZ MANAGEMENT LLC

TYPE OF FILING: APPLICATION TO TRANSACT BUSINESS

COST: CK FOR \$155 ATTACHED

RETURN: CERT COPY

ACCOUNT: FCA0000000015

AUTHORIZATION: ABBIE/PAUL HODGE

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TALLAHASSEE, FLORIDA**

FILE 1st

**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 TRANSACTIONS BUSINESS IN THE STATE OF FLORIDA:

1. Bithlo, FL Old Cheney HWY AZ Management, 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. Texas 3. _____
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. 09/14/2007 5. Perpetual
(Date of Organization) (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. 16525 Lexington Blvd., Suite 240 Sugar Land TX

(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:

See attached page

Member/Manager

Member/Manager

Member/Manager

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: _____

General Partner of limited partnership

Nat H. Davis III
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.)

Nat H. Davis III, Member

Typed or printed name of signee

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TALLAHASSEE, FLORIDA

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

of

BITHLO, FL OLD CHENEY HWY AZ MANAGEMENT, LLC

Item 9: The name and usual business addresses of the managing members or managers are as follows:

Scott W. Weaver	Manager	16525 Lexington Boulevard, Suite 240 Sugar Land, Texas 77479
G. Peter Jacob	Manager	16525 Lexington Boulevard, Suite 240 Sugar Land, Texas 77479
Nat H. Davis III	Manager	16525 Lexington Boulevard, Suite 240 Sugar Land, Texas 77479
Thomas S. Scharf	Manager	16525 Lexington Boulevard, Suite 240 Sugar Land, Texas 77479

**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:

Bithlo, FL Old Cheney HWY AZ Management, 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:

Capitol Corporate Services, Inc.
(Name)

155 Office Plaza Dr., Suite A
Florida Street Address (P.O. Box **NOT** ACCEPTABLE)

Tallahassee FL 32301
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.

Gayle Windle Gayle Windle, Asst. Secretary on behalf of Capitol Corporate Services, Inc.
(Signature)

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

Corporations Section
P.O.Box 13697
Austin, Texas 78711-3697



Hope Andrade
Secretary of State

Office of the Secretary of State

Certificate of Fact

The undersigned, as Secretary of State of Texas, does hereby certify that the document, Certificate of Formation for Bithlo, FL Old Cheney Hwy AZ Management, LLC (file number 800870740), a Domestic Limited Liability Company (LLC), was filed in this office on September 14, 2007.

It is further certified that the entity status in Texas is in existence.

In testimony whereof, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in Austin, Texas on September 09, 2008.



A handwritten signature in black ink, appearing to read "Hope Andrade".

Hope Andrade
Secretary of State