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Division of Corporations

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Florida Department of State
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L. SELLERS

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From:

Account Name : WILLIAMS, PARKER, HARRISON, DIETZ & GETZEN, P.A.
Account Number : 072720000256
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EXAMINER

FLORIDA/FOREIGN LIMITED LIABILITY CO.

PALMER PLACE LLC

Certificate of Status	1
Certified Copy	1
Page Count	04
Estimated Charge	\$160.00

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**APPLICATION BY PALMER PLACE LLC,
A DELAWARE 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:

1. Name. The name of the foreign limited liability company is:

Palmer Place LLC
2. Jurisdiction of Organization. The jurisdiction under the law of which the foreign limited liability company is organized is the State of Delaware.
3. Federal Employer Identification Number. The Federal Employer Identification Number for the limited liability company is pending.
4. Date of Organization. The date of organization of the limited liability company is December 22, 2008, in the State of Delaware.
5. Duration. The existence of the Company shall be perpetual.
6. Date First Transacted Business in Florida. The date that the limited liability company shall first transact business in the State of Florida shall be the effective date of this filing.
7. Principal Office and Mailing Address. The principal office and mailing address of the limited liability company is:

8700 Trail Lake Drive West, Suite 300
Memphis, Tennessee 38125

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8. Management. The limited liability company is a manager-managed Company.
9. Name and Usual Business Address of Managers. The names and usual business addresses of the Managers are as follows:

Robert A. Wilson
8700 Trail Lake Drive West, Suite 300
Memphis, Tennessee 38125

Billy B. Springer
1604 South Lakeshore Drive
Sarasota, Florida 34231

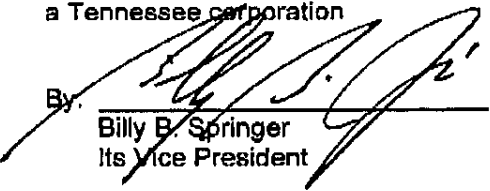
10. Certificate of Existence. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized.
11. Nature of business or purposes to be conducted or promoted in Florida. The purposes for which the limited liability company is organized is:

To conduct any lawful activity or business.

Dated this 14th day of January 2009.

MEMBER:

KEMMONS WILSON, INC.,
a Tennessee corporation

By. 

Billy B. Springer
Its Vice President

(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.)

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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:

Palmer Place LLC

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

Billy B. Springer
1604 South Lakeshore Drive
Sarasota, Florida 34231

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.



Billy B. Springer
Registered Agent

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Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PALMER PLACE 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 TWENTY-SECOND DAY OF DECEMBER, A.D. 2008.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "PALMER PLACE LLC" WAS FORMED ON THE TWENTY-SECOND DAY OF DECEMBER, A.D. 2008.

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



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Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 7043461

DATE: 12-22-08

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