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T. HAMPTON

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EXAMINER

LAW OFFICES  
**ALEXANDER & VANN, LLP**  
411 GORDON AVENUE  
THOMASVILLE, GEORGIA 31792  
TEL: (229) 226-2565 • FAX: (229) 228-4962  
tsanders@alexandervann.com

VIA FEDERAL EXPRESS

January 4, 2010

Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

RE: Palmetto Capital Group, LLC – Application for Authorization to Transact  
Business in Florida

Dear Sir or Madame:

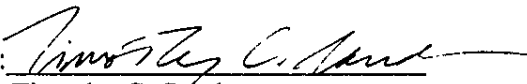
Please find enclosed the following in connection with the above limited liability  
company:

- (1) Complete, original Application by Foreign Limited Liability Company for  
Authorization to Transact Business in Florida and Designation of Registered  
Agent;
- (2) Original certificate of existence from the Georgia Secretary of State; and
- (3) Our firm check in the amount of \$130 for fees relating to filing of the application,  
designation of registered agent and certificate of status.

With best regards,

Yours very truly,

Alexander & Vann, LLP

By:   
Timothy C. Sanders

Enclosures  
TCS/akm

cc: Miles B. Watkins (via email, w/ encls.)  
John N. Daniel, III (via email, w/ encls.)  
Michael D. Houghton (via email, w/ encls.)

**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. Palmetto Capital Group, 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. Georgia 3. \_\_\_\_\_  
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. October 27, 2008 5. Perpetual  
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")

6. Business not transacted in Florida prior to registration  
(Date first transacted business in Florida, if prior to registration.)  
(See sections 608.501 & 608.502 F.S. to determine penalty liability)

7. 221 South Crawford Street  
Thomasville, Georgia 31792  
(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:  
The Watkins Company, LLC  
221 South Broad Street  
Thomasville, Georgia 31792

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DIVISION OF CORPORATIONS

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: Management of real  
estate investment companies.

  
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.)

Miles B. Watkins, Manager of The Watkins Company, LLC

Typed or printed name of signee

**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:

Palmetto Capital Group, LLC

If unavailable, the alternate 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 D. Houghton

(Name)

11661

~~11661~~ Williamsburg Square

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

Lakeland, FL 33803

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)

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS

Control No. 08081380

# 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, Karen C Handel, Secretary of State and the Corporations Commissioner of the state of Georgia, hereby certify under the seal of my office that

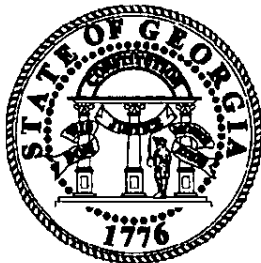
### **PALMETTO CAPITAL GROUP, LLC**

#### **Domestic Limited Liability Company**

was formed or was authorized to transact business on 10/27/2008 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 22nd day of December, 2009

Karen C Handel  
Secretary of State