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(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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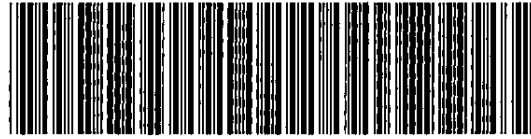
(Business Entry Name)

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

N. O. 2010 JUL 2 - 2010

COVER LETTER

TO: Registration Section  
Division of Corporations

Name in Wyoming: Sand & Sea, LLC

SUBJECT: Name in Florida: Sand & Sea Real Estate Company, LLC  
Name of Limited Liability Company

The enclosed "Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida," Certificate of Existence, and check are submitted to register the above referenced foreign limited liability company to transact business in Florida..

Please return all correspondence concerning this matter to the following:

Jerry Sresky

Name of Person

The Andersen Firm

Firm/Company

3020 NE 32<sup>nd</sup> Ave #302

Address

Ft. Lauderdale, FL 33308.

City/State and Zip Code

jsresky@taflaw.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Jerry Sresky

Name of Person

at (866) 230-2206

Area Code & Daytime Telephone Number

**MAILING ADDRESS:**

Division of Corporations  
Registration Section  
P.O. Box 6327  
Tallahassee, FL 32314

**STREET ADDRESS:**

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

Enclosed is a check for the following amount:

- \$125.00 Filing Fee
- \$130.00 Filing Fee & Certificate of Status
- \$155.00 Filing Fee & Certified Copy
- \$160.00 Filing Fee, Certificate of Status & Certified Copy

**APPLICATION BY FOREIGN 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. Sand & Sea, LLC  
(Name of Foreign Limited Liability Company; must include "Limited Liability Company," "L.L.C.," or "LLC.")

Sand & Sea Real Estate Company 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. Wyoming 3. 27-2935965  
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. 6-25-2010 5. Perpetual  
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")

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

7. 236 Remington Court.  
Kingsport, TN 37663  
(Street Address of Principal Office)

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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:

Michael & Barbara Lyons: 236 Remington Ct. Kingsport, TN 37663

Walter & Christina Shell: 3185 High Ridge Rd. Taylor Mill, KY 41015

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: Any and all lawful businesses.

Michael Lyons  
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 Lyons  
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:

Sand & Sea, LLC

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

Sand & Sea Real Estate Company, LLC

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

William E. Andersen  
(Name)

3020 NE 32nd Ave #302  
Florida Street Address (P.O. Box NOT ACCEPTABLE)

Ft. Lauderdale FL 33308  
City/State/Zip

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*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.*

Bill Oulter  
(Signature)

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

**STATE OF WYOMING**  
**Office of the Secretary of State**

I, MAX MAXFIELD, SECRETARY OF STATE of the STATE OF WYOMING, do hereby certify that according to the records of this office,

**Sand & Sea, LLC**  
is a  
**Limited Liability Company**

formed or qualified under the laws of Wyoming did on **June 25, 2010**, comply with all applicable requirements of this office. Its period of duration is Perpetual. This entity has been assigned entity identification number **2010-000586416**.

This entity is in existence and in good standing in this office and has filed all annual reports and paid all annual license taxes to date, or is not yet required to file such annual reports; and has not filed Articles of Dissolution.

I have affixed hereto the Great Seal of the State of Wyoming and duly generated, executed, authenticated, issued, delivered and communicated this official certificate at Cheyenne, Wyoming on this 30th day of June, 2010 at 2:31 PM. This certificate is assigned 007897230.



*Max Maxfield*  
Secretary of State

Notice: A certificate issued electronically from the Wyoming Secretary of State's web site is immediately valid and effective. The validity of a certificate may be established by viewing the Certificate Confirmation screen of the Secretary of State's website <http://wyobiz.wy.gov> and following the instructions displayed under Validate Certificate.

**ACTIONS TAKEN BY WRITTEN CONSENT  
OF THE MEMBERS AND MANAGERS  
OF  
SAND & SEA, LLC**

PURSUANT to Section 17-15-131 of the Wyoming Limited Liability Company Act, and in lieu of a special meeting by the members and managers of SAND & SEA, LLC (the "Company"), a Wyoming limited liability company, the members and managers of the Company hereby unanimously consent to taking the following actions without a meeting, by written consent, with regard to the Company:

The following resolutions are hereby adopted by unanimous vote of the members and managers of the Company.

1. Adoption of Alternative Name

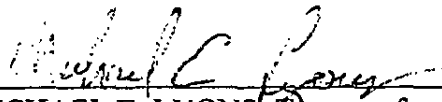
WHEREAS, the Company must register its name in the State of Florida in order to own real estate in such state, and

WHEREAS, the name SAND & SEA, LLC is not available in the State of Florida,

THEREFORE, BE IT RESOLVED, that the Company adopt the alternative name of SAND & SEA REAL ESTATE COMPANY, LLC.

MADE EFFECTIVE as of June 29, 2010.

APPROVED AND CONSENTED TO:

  
\_\_\_\_\_  
MICHAEL E. LYONS, Trustee of  
THE MICHAEL E. LYONS LIVING TRUST, and  
THE BARBARA LYONS LIVING TRUST

\_\_\_\_\_  
BARBARA LYONS, Trustee of  
THE MICHAEL E. LYONS LIVING TRUST, and  
THE BARBARA LYONS LIVING TRUST

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WALTER L. SHELL

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CHRISTINA L. SHELL

Managers:

*Michael E. Lyons*  
MICHAEL E. LYONS

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BARBARA LYONS

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WALTER L. SHELL

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WALTER L. SHELL

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CHRISTINA L. SHELL

Managers:

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MICHAEL E. LYONS



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BARBARA LYONS

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WALTER L. SHELL

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CHRISTINA L. SHELL

*Walter L Shell*

WALTER L. SHELL

*Christina L Shell*

CHRISTINA L. SHELL

Managers:

\_\_\_\_\_  
MICHAEL E. LYONS

\_\_\_\_\_  
BARBARA LYONS

*Walter L Shell*

WALTER L. SHELL

*Christina L Shell*

CHRISTINA L. SHELL