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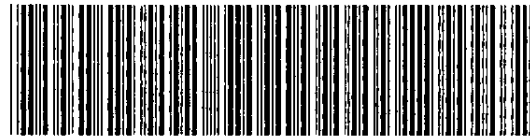
(Business Entity Name)

(Document Number)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

11 FEB 10 PM 3:26

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K. SALLY
EXAMINER

FEB 11 2011

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: CN Holdings, 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:

Lee Owens

Name of Person

Smith Moore Leatherwood LLP

Firm/Company

PO Box 87

Address

Greenville, SC 29602

City/State and Zip Code

lee.owens@smithmoorelaw.com

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

For further information concerning this matter, please call:

Lee Owens

Name of Person

at (864)

240-2499

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

CN Holdings of South Carolina, 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. South Carolina 3. 27-1252868
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. 10/26/09 5. perpetual
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")

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

7. 935 S. Main Street, Suite 201
Greenville, SC 29601
(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:
Centennial American Real Estate, Ltd.

935 S. Main Street, Suite 201

Greenville, SC 29601

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: real estate holding and development

David W. Glenn
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. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.)

David W. Glenn, President

Typed or printed name of signee

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DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

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:

CN Holdings, LLC

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

CN Holdings of South Carolina, LLC

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

C T Corporation System

(Name)

1200 South Pine Island Road

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

Plantation

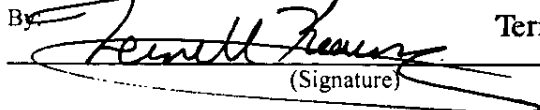
FL 33324

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.

C T Corporation System

By


(Signature)

Ternell Kearney Asst. Secretary

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

The State of South Carolina



Office of Secretary of State Mark Hammond

Certificate of Existence

I, Mark Hammond, Secretary of State of South Carolina Hereby certify that:

CN HOLDINGS, LLC, A Limited Liability Company duly organized under the laws of the State of South Carolina on October 26th, 2009, with a duration that is at will, has as of this date filed all reports due this office, paid all fees, taxes and penalties owed to the Secretary of State, that the Secretary of State has not mailed notice to the company that it is subject to being dissolved by administrative action pursuant to section 33-44-809 of the South Carolina Code, and that the company has not filed articles of termination as of the date hereof.

Given under my Hand and the Great
Seal of the State of South Carolina this
7th day of February, 2011.

A handwritten signature in cursive script that reads "Mark Hammond".
Mark Hammond, Secretary of State

**WRITTEN CONSENT OF THE
MEMBERS AND MANAGERS
OF
CN HOLDINGS, LLC**

The undersigned, being all of the Members and Managers of CN Holdings, LLC, a South Carolina limited liability company (the "Company"), hereby adopt the following resolutions by this written consent in accordance with South Carolina law, said resolutions to have the same force and effect as if they had been unanimously adopted at a duly convened meeting of the Members and Managers of the Company.

WHEREAS, the management of the Company believes it to be in the best interest of the Company to qualify as a foreign limited liability company to conduct business in the State of Florida; and

WHEREAS, the actual name of the Company is not available for use in the State of Florida;

THEREFORE, BE IT RESOLVED that CN Holdings, LLC, organized and existing in the State of South Carolina, hereby adopts the name CN Holdings of South Carolina, LLC, under which it shall operate in Florida because its limited liability company name is not available for use in Florida, and that David W. Glenn is authorized to certify a copy of this resolution and is directed to deliver the copy of the resolution to the Secretary of State of Florida for filing; and

FURTHER RESOLVED, that the Members and Managers of the Company are authorized and directed to take all steps that they deem necessary and appropriate to qualify the Company to do business within the State of Florida under the name of CN Holdings of South Carolina, LLC; and

FURTHER RESOLVED, that all activities and business of the Company within the State of Florida shall be carried out under the name CN Holdings of South Carolina, LLC.

FURTHER RESOLVED, that this Written Consent shall be placed in and made a part of the record book of the Company; and

FURTHER RESOLVED, that any one or more of the Members or Managers of the Company are hereby authorized and empowered to perform any and all acts deemed necessary, convenient, or proper to carry out the contents of these resolutions.

IN WITNESS WHEREOF, the undersigned, being all of the Members and Managers have executed this written consent effective as of the 9th day of February, 2011.

SOLE MANAGER

Centennial American Real
Estate, Ltd., Sole Manager

By: David W. Glenn
David W. Glenn, President

SOLE MEMBER

Centennial American Properties, LLC

By: David W. Glenn
David W. Glenn, Manager