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TALLAHASSEE, FLORIDA

C. LEWIS
JAN 9 2012
EXAMINER



MICHAEL E. JACOBS
Attorney At Law & Shareholder
[Direct Fax] 678.222.2111

NORTH ATLANTA LAW

JAMPOL - JACOBS

January 4, 2012

VIA FEDERAL EXPRESS

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

Re: WATERS EDGE USA HOLDINGS, LLC

Dear Sir or Madam:


Enclosed herewith are the following documents in connection with the application for Authority to Transact Business in Florida for the above-referenced limited liability company:

1. Cover letter to Registration Section, Division of Corporations;
2. An original and one conformed copy of the Application BY Foreign Limited Liability Company for Authorization to Transact Business in Florida;
3. Certificate of Designation of Registered Agent/Registered Office;
4. A Certificate of Existence from the State of Missouri; and
3. A check in the amount of \$160.00 made payable to the Florida Department of State for the filing fee.

Please issue a Certificate of Authority and return it in the enclosed Federal Express envelope. Your cooperation in this matter is greatly appreciated.

Very truly yours,

NORTH ATLANTA LAW GROUP, P.C.


Michael E. Jacobs

MEJ/se

Encl.

cc: David Long

NORTH ATLANTA LAW GROUP, P.C.

11680 Great Oaks Way · Suite 100 · Alpharetta, Georgia 30022

[T] 770.667.1290 · [F] 770.667.1690 · www.northatlantalaw.net

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Waters Edge USA 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:

Sherry Engle
Name of Person

North Atlanta Law Group, P.C.
Firm/Company

11680 Great Oaks Way, Suite 100
Address

Alpharetta, GA 30022
City/State and Zip Code

sengle@northatlantalaw.net
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Sherry Engle at (770) 667-1290
Name of Person 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. Waters Edge USA Holdings, 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. State of Missouri

(Jurisdiction under the law of which foreign limited liability company is organized)

3.

(FEI number, if applicable)

4. 1/17/11

(Date of Organization)

5. perpetual

(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. 1 Waters Edge, Williamstown Victoria 3016, Australia

(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:

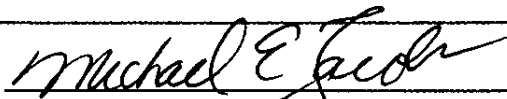
David Long

1 Waters Edge, Williamstown Victoria 3016, Australia

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TALLAHASSEE, FLORIDA

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



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.)

Michael E. Jacobs - Authorized Representative of Member

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:

Waters Edge USA Holdings, 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:

NRAI Services, Inc.

(Name)

515 East Park Avenue

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

Tallahassee

FL

32301

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.

Wendy D Rea

NRAI Services, Inc.

Wendy D Rea, Assistant Secretary

(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 MISSOURI



Robin Carnahan
Secretary of State

**CORPORATION DIVISION
CERTIFICATE OF GOOD STANDING**

I, ROBIN CARNAHAN, Secretary of the State of Missouri, do hereby certify that the records in my office and in my care and custody reveal that

**WATERS EDGE USA HOLDINGS, LLC
LC1112340**

was created under the laws of this State on the 17th day of January, 2011, and is in good standing, having fully complied with all requirements of this office.

IN TESTIMONY WHEREOF, I have set my hand and imprinted the GREAT SEAL of the State of Missouri, on this, the 4th day of January, 2012

Robin Carnahan

Secretary of State

