

m97000000528

ARMBRECHT, JACKSON, DEMOUY, CROWE, HOLMES & REEVES, L.L.C.

LAWYERS

1300 AHSOUTH CENTER

83 S. ROYAL ST.

MOBILE, ALABAMA

36602

MAILING ADDRESS:

P.O. BOX 290

36601

WM. H. ARMBRECHT (1908-1991)
THEODORE K. JACKSON (1910-1981)
F. M. KEELING (1943-1993)

RETIRED
WM. H. ARMBRECHT, III

CABLE ADDRESS
SEALAW

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MARSHALL J. DEMOUY
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WILLIAM B. HARVEY
KIRK C. SHAW
NORMAN E. WALDROP, JR.
CONRAD P. ARMBRECHT
EDWARD G. HAWKINS
GROVER E. ASMUS II
DAVID A. BAGWELL
DOUGLAS L. BROWN
DONALD C. RADCLIFF
J. C. I. GRUENWALD
J. DONALD HUGHES
M. KATHLEEN MILLER
EDWARD A. DEAN
DAVID E. HUGGINS

RAY M. THOMPSON
JAMES DALE SMITH
DUANE A. GRAHAM
WM. STEELE HOLMAN II
COLEMAN F. HEADOR
BROOK G. HOLMES, JR.
JAMES E. ROBERTSON, JR.
SCOTT G. BROWN
CLIFFORD C. BRADY
RICHARD W. FRANKLIN
STEPHEN R. COPELAND
ROONEY R. CATE
JAMES F. WATKINS
P. VINCENT GADDY
RICHARD G. BROCK
TIMOTHY D. RYAN
LEAN P. LADD

WRITER'S DIRECT DIAL: (334) 405-1219

August 6, 1997

Florida Department of State
Registration Section
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

500002262735--5
-08/11/97--01031--001
****140.00 ****140.00

800002273648--4
-08/21/97--01067--007
****145.00 ****145.00

Re: Seashells & Sanddollars, L.L.C.

Dear Sir:

Enclosed please find the following documents being filed with the Florida Secretary of State in order to qualify Seashells & Sanddollars, L.L.C., a Mississippi limited liability company, to do business in the State of Florida:

1. Application by Foreign Limited Liability Company For Authorization to Transact Business in Florida;
2. Affidavit of Membership and Contributions of Foreign Limited Liability Company;

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 AUG 21 AM 9:27

Name	8/12/97
Availability	DCC
Document	4. DCC
Number	5. DCC
Fee	DCC
Action	DCC
W. P. Ver. per	DCC

Certificate of Designation of Registered Agent/Registered Office;

4. Certificate of Existence of Seashells & Sanddollars, L.L.C.; and

5. Our check No. 030353 in the amount of \$140.00 (\$52.50 for filing fee, \$52.50 for Affidavit of Membership, and \$35.00 for Designation of Registered Agent) as payment of the filing fees due the State of Florida.

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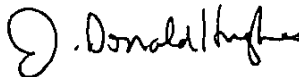
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ARMBRECHT, JACKSON, DEMOUY, CROWE, HOLMES & REEVES, L.L.C.

Florida Department of State
Registration Section
August 6, 1997

It is my understanding that upon receipt of the enclosed, you will be able to process our request that the above-referenced entity be qualified to do business in the State of Florida.

Very truly yours,

A handwritten signature in cursive script, appearing to read "J. Donald Hughes".

J. Donald Hughes

JDH/mra
Enclosures

56762_1

ARMBRECHT, JACKSON, DEMOY, CROWE, HOLMES & REEVES, L.L.C.

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LEAH P. LADD

August 19, 1997

Ms. Diane Cushing
Corporate Specialist
Florida Department of State
Registration Section
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

Re: Seashells & Sanddollars, L.L.C.
Ref. Number: W97000018580

Dear Ms. Cushing:

In response to your letter to me dated August 12, 1997 (a copy of which is enclosed for ease of reference), enclosed is our Firm check in the amount of \$145.00 as additional fees due to qualify the referenced entity as a foreign limited liability company qualified to transact business in Florida.

We are also returning the first page of the "Application by Foreign Limited Liability Company for Authorization to Transaction Business in Florida" enclosed with your August 12, 1997 letter and have indicated thereon that each of the entity's Members are Managing Members (MGRM).

If you have any questions or if you need anything further, please feel free to call me.

Very truly yours,



J. Donald Hughes

JDH/mra/ 58396_1
Enclosures



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 12, 1997

J. DONALD HUGHES
ARMBRECHT JACKSON DEMOUY CROWE ET AL
P.O. BOX 290
MOBILE, AL 36601

SUBJECT: SEASHELLS & SANDDOLLARS, L.L.C.
Ref. Number: W97000018580

We have received your document for SEASHELLS & SANDDOLLARS, L.L.C. and your check(s) totaling \$140.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Effective April 23, 1997, the fees to qualify a foreign limited liability company total \$285.00 and breakdown as follows: \$250.00 filing fee for the application and affidavit and \$35 registered agent designation fee. An additional \$52.50 is due for each certified copy requested and an additional \$8.75 is due for each certificate of status requested.

Please indicate whether Sandy Dent and Hayden S. Dent are Managing Members or Managers.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6913.

Diane Cushing
Corporate Specialist

Letter Number: 397A00040803

**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. SEASHELLS & SANDDOLLARS, L.L.C.
(Name of foreign limited liability company must end with the words "limited company" or their abbreviation
"L.C." if not so contained in the name at present.)
2. Mississippi 3. Applied For
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)
4. July 25, 1997 5. 12-31-2037
(Date of Organization) (Duration: Year limited liability company will
cease to exist or "perpetual")
6. July 25, 1997
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 5500 Sound Bluff Road
Ocean Springs, Mississippi 39564
(Street address of principal office)
8. List name, title, and business address of each managing member[MGRM] or manager[MGR] who
will manage the foreign limited liability company in Florida: (attach additional page if necessary)

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97 AUG 21 AM 9:17

NAME & ADDRESS:

TITLE:

NAME & ADDRESS:

TITLE:

Sandy Dent President
5500 Sound Bluff Rd. MGRM
Ocean Springs, MS 39564

Hayden S. Dent Vice President
5500 Sound Bluff Rd. MGRM
Ocean Springs, MS 39564

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN
LIMITED LIABILITY COMPANY**

The undersigned member or authorized representative of a member of SEASHELLS &
SANDDOLLARS, L.L.C. deposes and says:

1) the above named limited liability company has at least two members

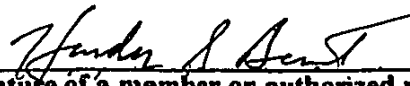
2) the total amount of cash contributed by the member(s) is

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\$ 55,000.00

3) if any, the agreed value of property other than cash contributed by member(s) is
A description of the property is attached and made a part hereto.

4) the amount of cash or property anticipated to be contributed by member(s) is
This total includes amounts from 2 and 3 above.

5) the total amount of cash or property anticipated to be contributed by member(s) is \$ 55,000.00



Signature of a member or authorized representative of a member.
(In accordance with section 608.408(3), Florida Statutes, the execution of this
affidavit constitutes an affirmation under the penalties of perjury that the facts
stated herein are true.)

Unit 10, Building 2, Phase II of Gull Point, a condominium, according to the Declaration of Condominium dated October 2, 1981, and recorded on October 14, 1981 in Official Record Book 1585 at page 538 of the Public Records of Escambia County, Florida, as amended by First Amendment to Declaration of Condominium dated October 9, 1981, in Official Record Book 1589 at page 771, of the Public Records of Escambia County, Florida

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DIVISION OF CORPORATIONS
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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 IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: _____

_____ SEASHELLS & SANDDOLLARS, L.L.C. _____

2. The name and address of the registered agent and office is:

_____ Hayden S. Dent _____

(NAME)

_____ 14599 Perdido Key Drive, No. 10 _____

(P. O. Box NOT ACCEPTABLE)

_____ Pensacola, Florida 32507 _____

(CITY/STATE/ZIP)

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DIVISION OF CORPORATIONS
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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.

_____  _____
(SIGNATURE)

_____ 8/6/97 _____
(DATE)

Filing Fee: \$ 35 for Designation of Registered Agent

State of Mississippi

Secretary of State's Office

Eric Clark

Secretary of State
Jackson, Mississippi

CERTIFICATE

I, ERIC CLARK, Secretary of State of the State of Mississippi, and as such the legal custodian of the records as required by The Mississippi Limited Liability Company Act to be filed in my office do hereby certify that:

SEASHELLS & SANDDOLLARS, L.L.C.
Formed July 25, 1997

A Mississippi Limited Liability Company has filed the necessary documents in this office and has obtained a certificate of formation under the provisions of The Mississippi Limited Liability Company Act as shown by the records in this office

That the registered office of said Limited Liability Company is located at:

5500 SOUND BLUFF RD
OCEAN SPRINGS MS 39564

and that the registered agent at that address is:

HAYDEN S. DENT

I further certify that said Limited Liability Company has paid the fees for filing the above papers required by law as shown by the records of this office and that said Limited Liability Company is in good standing to do business in Mississippi at this time.

Given under my hand
and seal of office
August 04, 1997



Eric Clark

ERIC CLARK,
Secretary of State

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SECRETARY OF STATE
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