

m97000000581

BERKOWITZ, LEFKOVITS, ISOM & KUSHNER
A PROFESSIONAL CORPORATION

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October 21, 1997

BY FEDERAL EXPRESS

Secretary of State
Limited Partnership Section
409 East Gaines Street
Tallahassee, Florida 32399

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-10/22/97--01056--001
*****61.25 *****61.25

Re: Rosemary Beach Properties, L.L.C.
An Alabama Limited Liability Company

Dear Sir/Madam:

Enclosed for filing, please find the original and one copy of an Application to File Amendment to Application for Authorization to Transact Business in Florida, along with a Certificate of Existence from the Alabama Secretary of State evidencing the recent name change of the company to D&P Properties, L.L.C. I have enclosed a check in the amount of \$61.25 for the filing fee (\$52.50) and (\$8.75) for a Certificate of Status.

Once you have filed this document with your office please return the copy stamped "Filed", and the Certificate of Status to my attention. I have enclosed a self-addressed Federal Express shipping label for your convenience.

If you have any questions, please do not hesitate to contact me at the number listed above.

Name	Sincerely,
Availability	
Document	Laurel Bellenger
Signature	DCC
Typed Name	Laurel Bellenger
Title	Legal Assistant
Enter	LB/
Number	DCC
Enclosures	
Attachment	DCC
293944.1	DCC
033972/000001	

FILED

TELETYPE UNIT
FLORENCE, ALABAMA
OCT 22 1997
PM 2:00

BERKOWITZ, LEFKOVITS, ISOM & KUSHNER

A PROFESSIONAL CORPORATION

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October 27, 1997

BY FEDERAL EXPRESS

Secretary of State
Limited Partnership Section
409 East Gaines Street
Tallahassee, Florida 32399

Re: Rosemary Beach Properties, L.L.C.
An Alabama Limited Liability Company

Dear Sir/Madam:

In response to Diane Cushing's letter to me of October 24, enclosed for filing is the original and one copy of Application to File Amendment to Application for Authorization to Transact Business, along with a Written Consent of Member approving the name "D&P Properties of Alabama, L.L.C." for use in Florida. I have also enclosed a copy of Ms. Cushing's letter for your reference.

Your office is holding our firm's check for \$61.25 and the Certificate of Existence from the Alabama Secretary of State showing the recent name change.

Please return a filed copy and the Certificate of Status to me. I have enclosed a self-addressed Federal Express shipping label for your convenience.

If you have any questions, please call me at the number listed above.

Sincerely,



Laurel Bellenger
Legal Assistant

LB/
Enclosures



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 24, 1997

LAUREL BELLENGER
BERKOWITZ, LEFKOVITS, ISOM & KUSHNER
420 N. 20TH ST., 1600 SOUTHTRUST TOWER
BIRMINGHAM, AL 35203-3204

SUBJECT: ROSEMARY BEACH PROPERTIES, L.L.C.
Ref. Number: M97000000581

We have received your document for ROSEMARY BEACH PROPERTIES, L.L.C. and your check(s) totaling \$61.25. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is not available. Therefore, the limited liability company must adopt an alternate name for use in the state of Florida. To adopt an alternate name the entity must submit a resolution signed by a managing member or manager adopting the alternate name for use in the state of Florida. The alternate name must end with "L.L.C.," "L.C.," "Limited Liability Company" or "Limited Company."

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: 797A00051817

WRITTEN CONSENT OF MEMBER
OF
D&P PROPERTIES, L.L.C.

The undersigned, being a member of D&P Properties, L.L.C., formerly known as Rosemary Beach Properties, L.L.C, an Alabama limited liability company (the "LLC"), hereby consents in writing to the use of the name "D&P Properties of Alabama, L.L.C." for the purpose of doing business in the State of Florida and hereby authorizes the officers of the LLC to execute, in the name and on behalf of the LLC, such documents and to take any and all other actions, upon such terms and conditions as they may deem appropriate, necessary or advisable to effectuate the name change of the LLC in the State of Florida.

IN WITNESS WHEREOF, the undersigned has executed this Written Consent of Member, as of the 20th day of October, 1997.



David R. DuBose
Member

FILED
97 OCT 28 PM 2:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY TO
FILE AMENDMENT TO APPLICATION FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

SECTION I (1-3 must be completed)

1. Name of limited liability company as it appears on the records of the Department of
State: Rosemary Beach Properties, L.L.C.
2. Jurisdiction of its organization: Alabama
3. Date authorized to do business in Florida: September 8, 1997

SECTION II (4-7 complete only the applicable changes)

4. If the amendment changes the name of the limited liability company, when was the
change effected under the laws of its jurisdiction of organization? October 7, 1997
5. New name of the limited liability company: D&P Properties, L.L.C.
doing business in Florida as D&P Properties of Alabama, L.L.C.
(Name must end with the words "limited company" or the abbreviation "L.C." if not so
contained in the name at present.)

6. If the amendment changes the period of duration, indicate new period of duration:

7. If the amendment changes the jurisdiction of organization indicate new jurisdiction:

October 20, 1997
Date

David R. DuBose

Signature of a member or the authorized
representative of a member

David DuBose, Member

Typed or printed name

FILED
97 OCT 28 PM 2:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF ALABAMA

I, Jim Bennett, Secretary of State of the State of Alabama, having custody of the Great and Principal Seal of said State, do hereby certify that articles of organization for Rosemary Beach Properties, L.L.C. were filed in the office of the Judge of Probate of Jefferson County on September 3, 1997; that a report of a limited liability company was filed in the office of the Secretary of State of Alabama on September 5, 1997; that on October 7, 1997, the name Rosemary Beach Properties, L.L.C. was changed to D&P Properties, L.L.C. I further certify that the records do not disclose that said D&P Properties, L.L.C. has been dissolved.

FILED
97 OCT 28 PM 2:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



In Testimony Whereof, I have hereunto set my hand and affixed the Great Seal of the State, at the Capitol, in the City of Montgomery, on this day.

10/17/97

Date

Jim Bennett

Jim Bennett

Secretary of State