

DARÝL E. DYKEMAN
ATTORNEY AT LAW

M97000000817

November 25, 1997

Registration Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

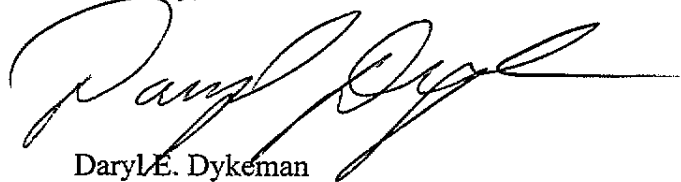
Re: Registrations of Cypress Pines, L.L.C.

200002358802--1
-12/01/97--01059--002
****285.00 ****285.00

Dear Sir or Madam:

Enclosed please find the registration documents for Cypress Pines, L.L.C., a Missouri Limited Liability Corporation. Per my telephone call with your office, I have also enclosed a check in the amount of Two Hundred Eighty Five Dollars (\$285.00) to cover the fees of registration. If you have any questions or are in need of any further information to complete the registration, please do not hesitate to call me at (314) 231-1055 xt. 33. Please return the letter of acknowledgment to my attention at 900 Hickory, St. Louis, MO 63104.

Sincerely,


Daryl E. Dykeman

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97 DEC -1 AM 9:07
SECRETARY 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 IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is:

CYPRESS PINES, L.L.C.

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


James Bingham Hampton
(Name)

1 Tampa City Center
Suite 2720, 201 N. Franklin Street
(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)

Tampa, FL 33602
(City/State/Zip)

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TALLAHASSEE, FLORIDA

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)

11-26-97
(Date)

Filing Fee: \$ 35 for Designation of Registered Agent

**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. CYPRESS PINES, 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. State of Missouri 3. 43-1796915
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)
4. November 7, 1997 5. December 31, 2045
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")
6. November 10, 1997
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 900 Hickory
St. Louis, MO 63104
(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)

NAME & ADDRESS:	TITLE:	NAME & ADDRESS:	TITLE:
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Gerber Golf & Resort, L.L.C. MGRM

900 Hickory

St. Louis, MO


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 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

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

The undersigned member or authorized representative of a member of _____
_____ CYPRESS PINES, 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 \$ _____
- 3) if any, the agreed value of property other than cash contributed by member(s) is
\$ 2,000,000.00 . A description of the property is attached and made a part hereto.
- 4) the total amount of cash or property anticipated to be contributed by member(s) is
\$ 2,000,000.00 This total includes amounts from 2 and 3 above.



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.)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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EXHIBIT "A"

PARCEL 1

East half (E 1/2) of the Southeast 1/4 (SE 1/4) of Section 8, Township 45 South, Range 27 East, and the West half (W 1/2) of the Southwest quarter (SW 1/4) of Section 9, Township 45 South, Range 27 East, lying to the West of Homestead Road.

The above described property includes that property recorded in Plat Book 35, Pages 39, 40 and 41 of the official records of Lee County, Florida.

LESS AND EXCEPT lots numbered 1 through 21, 25, 26, 28 and 30 in Block A; and lots numbered 6, 8, 9 and 16 through 37 in Block B of that certain plat recorded in Plat Book 35, Pages 39, 40 and 41 among the official records of Lee County, Florida.

PARCEL 2

Beginning at the North west corner of Section 9, Township 45 South, Range 27 East, Lee County, Florida; Thence North 87°48'59" East, along the North line of said Section 9, a distance of 482.25 feet; thence South 00°40'22" East, a distance of 850.42 feet; thence North 87°48'59" East, a distance of 688.63 feet to the Westerly maintained right-of-way line of Homestead Road; said right-of-way line being 25.00 feet from the centerline; thence South 00°50'03" East along said Westerly right-of-way line, a distance of 483.67 feet; thence continue along said Westerly right-of-way line South 00°57'00" East, a distance of 669.17 feet; thence South 88°08'32" West, a distance of 1186.16 feet; thence North 00°21'44" West, along the West line of said Section 9, a distance of 1996.94 feet to the Point of Beginning.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF MISSOURI



Rebecca McDowell Cook
Secretary of State

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF GOOD STANDING
LIMITED LIABILITY COMPANY

I, REBECCA MCDOWELL COOK, SECRETARY OF STATE OF THE STATE OF MISSOURI, DO HEREBY CERTIFY THAT THE RECORDS IN MY OFFICE AND IN MY CARE AND CUSTODY REVEAL THAT
CYPRESS PINES, L.L.C.

WAS FILED IN THIS OFFICE ON THE 7TH DAY OF NOVEMBER, 1997, BECAME EFFECTIVE ON THE 7TH DAY OF NOVEMBER, 1997, 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 25TH DAY OF NOVEMBER, 1997.

Rebecca McDowell Cook
Secretary of State

