

CORPORATION INFORMATION
SERVICES
1201 HARRIS BLVD
TALLAHASSEE, FL 32310
904-221-1033
904-221-0313 FAX

800-342-8086

CSC networks

MAIL TO:
P.O. BOX 5828
TALLAHASSEE, FL 32314

ACCOUNT NO. : 072100000032

REFERENCE :

AUTHORIZATION :

COST LIMIT : \$PPD.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JAN 28 PM 3:26

ORDER DATE : 1/28

ORDER TIME : 11:45

ORDER NO. :

CUSTOMER NO.:

CUSTOMER: Daryl Dylkeman
314-231-1055

000002415000
-01/28/98--01095--002
****285.00 ****285.00

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DIVISION OF CORPORATIONS

Name	DL
Availability	DL
Document Examiner	DL
Updater	DL
Updater Verifier	DL
Acknowledgement	DL
W. P. Verifier	DL

DOMESTIC FILING

NAME: Gerber Golf + Resort, L.L.C.

- organization
- ARTICLES OF INCORPORATION
- CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Lori Dunlap

EXAMINER'S INITIALS: _____

CF - 285

DARYL E. DYKEMAN
ATTORNEY AT LAW

January 28, 1998

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

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DIVISION OF CORPORATIONS
98 JAN 28 PM 3:26

Re: Gerber Golf & Resort, L.L.C.

Dear Sir or Madam:

Attached please find the application, certificate and check in the amount of Two Hundred Eighty Five Dollars (\$285.00) for the registration of Gerber Golf & Resort, L.L.C. in the State of Florida. It is my understanding that a Letter of Acknowledgment will be issued upon the filing of these documents. If you have any questions, or are in need of any further information, please do not hesitate to call me at (314) 231-1055 ext. 33.

Sincerely,



Daryl E. Dykeman

**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. GERBER GOLF & RESORT, 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. Missouri
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 43-1785764
(FEI number, if applicable)
4. 1/27/97
(Date of Organization)
5. 12/31/45
(Duration: Year limited liability company will cease to exist or "perpetual")
6. November 11, 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)

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 98 JAN 28 PM 3:26

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:
<u>R. Taylor Matthews, Jr.</u>	<u>MGR</u>	_____	_____
<u>900 Hickory</u>		_____	
<u>St. Louis, MO 63104</u>		_____	
<u>Donald B. Gerber, II</u>	<u>MGR</u>	_____	_____
<u>900 Hickory</u>		_____	
<u>St. Louis, MO 63104</u>		_____	
_____		_____	
_____		_____	
_____		_____	

9. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the Secretary of State or the proper official having custody of records in the state 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.)

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

The undersigned member or authorized representative of a member of _____
GERBER GOLF & RESORT, L.L.C. _____ certifies:

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98 JAN 28 PM 3:26

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

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

\$ 0-

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.)

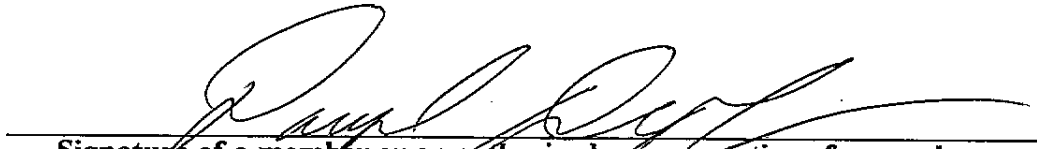
\$ 0-

and

4) the total amount of cash and property contributed and anticipated to be contributed
by member(s) is

\$ 0-

(This total includes amounts from 2 and 3 above.)



Signature of a member or an 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.)

Daryl E. Dykeman

Typed or printed name of signee

Filing Fee: \$250.00 for Application and Affidavit

**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:

GERBER GOLF & RESORT, L.L.C.

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

JAMES BINGHAM HAMPTON
(Name)

1 Tampa City Center
Suite 2720

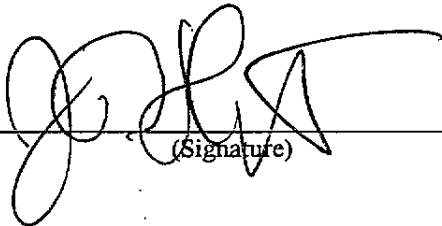
201 N. Franklin Street, Tampa, FL
Florida street address (P.O. Box **NOT** ACCEPTABLE)

Tampa FL 33602
City/State/Zip

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98 JAN 28 PM 3:26

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)

Filing Fee: \$ 35 for Designation of Registered Agent

STATE OF MISSOURI



Rebecca McDowell Cook
Secretary of State

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
GERBER GOLF & RESORT, L.L.C.

WAS FILED IN THIS OFFICE ON THE 27TH DAY OF JANUARY, 1997, BECAME EFFECTIVE ON THE 27TH DAY OF JANUARY, 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 26TH DAY OF JANUARY, 1998.

Rebecca McDowell Cook
Secretary of State

