

m98000000326



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 771610 4805062

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : April 7, 1998

ORDER TIME : 11:52 AM

ORDER NO. : 771610-005

CUSTOMER NO: 4805062

CUSTOMER: Ms. Karin A. Cramer
Krugliak Wilkins, Et Al
P. O. Box 36963

700002481587--3
-04/07/98--01077--025
****337.50 ****337.50

Canton, OH 44735-6963

FOREIGN FILINGS

NAME: BRIGHTWOOD MANOR, L.L.C.

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

Name	XX	CERTIFIED COPY
Availability		PLAIN STAMPED COPY
Document		CERTIFICATE OF GOOD STANDING
Examiner	DCC	
Updater	DCC	
Updater		
Verifier	DCC	
Acnowledgement	DCC	
P. Verifier	DCC	

CONTACT PERSON: Deborah Schroder

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 APR -7 PM 3:17

RECEIVED
98 APR -7 PM 1:4
DIVISION OF CORPORATIONS

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. BRIGHTWOOD MANOR, 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. Ohio
(Jurisdiction under the law of which foreign limited liability company is organized)
3. Pending
(FEI number, if applicable)
4. 3/23/98
(Date of Organization)
5. Perpetual
(Duration: Year limited liability company will cease to exist or "perpetual")
6. 3/23/98
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 7100 Sunset Way PH7 West
St. Pete Beach, FL 33706
(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:

James L. Cook Mgr.
7100 Sunset Way PH7 West
St. Pete Beach, FL 33706

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.)

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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 TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

BRIGHTWOOD MANOR, L.L.C.

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

James L. Cook

(Name)

7100 Sunset Way PH7 West

Florida street address (P.O. Box **NOT** ACCEPTABLE)

St. Pete Beach

FL

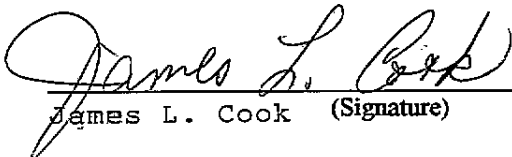
33706

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.


James L. Cook (Signature)

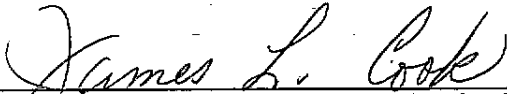
Filing Fee: \$ 35 for Designation of Registered Agent

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

The undersigned member or authorized representative of a member of _____
BRIGHTWOOD MANOR, L.L.C. certifies: _____

- 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
(A description of the property is attached and made a part hereto.)
and
- 4) the total amount of cash and property contributed and anticipated to be contributed
by member(s) is
(This total includes amounts from 2 and 3 above.)

\$ 100
\$ 295.93
\$ 295.93
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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.)

James L. Cook

James L. Cook

Typed or printed name of signee

Filing Fee: \$250.00 for Application and Affidavit

That said GRANTORS, for and in consideration of the sum of Ten Dollars and other valuable considerations, to said GRANTORS in hand paid by said GRANTEES, the receipt whereof is hereby acknowledged, have granted, bargained and sold to said GRANTEES, and GRANTEES' heirs and assigns forever, the following described land, situate, lying and being in Orange County, Florida, to-wit:

The North one-half of the Northeast one-quarter of the Northeast one-quarter of Section 17, Township 20 South, Range 28 East, LESS the North 30 feet for road;

and

The South one-half of the Northeast one-quarter of the Northeast one-quarter of Section 17, Township 20 South, Range 28 East

This deed and conveyance is made and given subject to the following described encumbrances and other matters:

1. Ad valorem and general taxes assessed or to be assessed for the year 1995 against the aforescribed land conveyed by this deed.
2. Easements to Florida Power Corporation recorded in Official Records Book 1991 at page 248, in Official Records Book 2519 at page 1493, and in Official Records Book 3707 at page 1053, all in the Public Records of Orange County, Florida.
3. Interim Wastewater Facilities Agreement recorded in Official Records Book 3557 at page 937 of the Public Records of Orange County, Florida.
4. Water Facilities Agreement recorded in Official Records Book 3584 at page 1131 of the Public Records of Orange County, Florida.
5. Cable Television Installation Agreement recorded in Official Records Book 3981 at page 3357 of the Public Records of Orange County, Florida.
6. Rights or claims of parties in possession of the land conveyed by this deed.

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And said GRANTORS do hereby fully warrant the title to said land, and will defend the same against the lawful claims of all persons whomsoever, except claims growing out of the aforescribed encumbrances and matters to which this deed and conveyance are hereinabove made expressly subject.

IN WITNESS WHEREOF, GRANTORS have hereunto set their hands and seals the day and year first above written.

UNITED STATES OF AMERICA,
STATE OF OHIO,
OFFICE OF THE SECRETARY OF STATE.

}

I, Bob Taft, do hereby certify that I am the duly elected, qualified and present acting Secretary of State for the State of Ohio, and as such have custody of the records of Ohio and Foreign corporations and miscellaneous filings; that said records show BRIGHTWOOD MANOR, L.L.C., an Ohio Limited Liability Company, Registration No. LL013536, registered in this office on March 23, 1998, is currently in FULL FORCE AND EFFECT upon the records of this office.



WITNESS my hand and official
seal at Columbus, Ohio this
3rd day of April, A.D. 1998

Bob Taft

Bob Taft
Secretary of State

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