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HUNTER, MACLEAN, EXLEY & DUNN, P.C.

ATTORNEYS AT LAW

200 EAST SAINT JULIAN STREET
SAVANNAH, GEORGIA 31401

SAVANNAH OFFICE:
POST OFFICE BOX 9848
SAVANNAH, GEORGIA 31412-0048
TELEPHONE: (912) 236-0261
FACSIMILE: (912) 236-4936
OR (912) 232-8653

SAVANNAH OFFICE

April 21, 1998

ATLANTA OFFICE:
1355 PEACHTREE STREET, N.E.
SUITE 640
ATLANTA, GEORGIA 30309
TELEPHONE: (404) 876-3611
FACSIMILE: (404) 870-2025

VIA FEDERAL EXPRESS

Registration Section
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

200002496892-5
-04/22/98--01087--002
****346.25 ****346.25

Re: Application for Authorization to Transact Business in Florida of
Live Oak Properties, LLC

Dear Sir or Madam:

Enclosed please find an original Application by a Foreign Limited Liability Company for Authorization to Transact Business in Florida of Live Oak Properties, LLC, a Georgia limited liability company (the "Company"). Along with the Application, please find a Certificate of Existence issued by the Secretary of State of the State of Georgia and a description of the real property contributed to the Company attached and made a part of the Affidavit of Membership and Contributions of Foreign Limited Liability Company. Additionally, please find enclosed a check in the amount of \$346.25, representing payment of the filing fee for the Application (\$250.00), the Designation of Registered Agent (\$35.00), certified copy fee (\$52.50), and Certificate of Status (\$8.75).

I would appreciate it if you would process the Application at your earliest opportunity. Please send the letter of acknowledgment of filing, the certified copy, and the Certificate of Status to my attention in the self-addressed Federal Express mailer enclosed.

In the event you have any questions, or if I can provide you with additional information, please call me immediately at the Savannah telephone number set forth above. Thank you.

Very truly yours,
HUNTER, MACLEAN, EXLEY & DUNN, P.C.

Joyce K. Batterson

Joyce K. Batterson, CLAS
Corporate Legal Assistant

Enclosures

cc: Harold B. Yellin, Esq.
Traci Elrod, Esq.
Thomas S. Cullen, Esq.

(6041 - 9970 00032987)



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

April 28, 1998

JOYCE K. BATTERSON
HUNTER, MACLEAN, EXLEY & DUNN, P.C.
200 E. SAINT JULIAN STREET
SAVANNAH, GA 31401

SUBJECT: LIVE OAK PROPERTIES, LLC
Ref. Number: W98000009208

FILED
98 APR -6 PM 2:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We have received your document for LIVE OAK PROPERTIES, LLC and your check(s) totaling \$346.25. 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) 487-6025.

Cathy A Mitchell
Corporate Specialist

Letter Number: 098A00022319

**STATE OF FLORIDA
FLORIDA DEPARTMENT OF STATE
SANDRA B. MORTHAM**

**LIMITED LIABILITY COMPANY ADOPTING AN ALTERNATE NAME
FOR USE IN THE STATE OF FLORIDA**

I, Charles Garfunkel, Managing Member of Live Oak Properties, LLC, a Georgia limited liability company (the "Company"), do hereby certify that the following is a true, complete and correct copy of a resolution of the members of the Company and that such resolution has not been rescinded or modified:

Resolved that the Company, organized and existing under the laws of the State of Georgia, hereby adopts the alternate name "Live Oak Properties of Georgia, LLC", for use in the State of Florida; and further resolved that any Managing Member of the Company be, and each of them hereby is, authorized, empowered and directed (any one of them acting alone) to do or cause to be done all such acts or things and to prepare, negotiate, execute, deliver, acknowledge, certify, record and file, in the name and on behalf of the Company or otherwise, all such documents or instruments as such Managing Member may deem necessary, advisable or appropriate to qualify Live Oak Properties, LLC to transact business in the State of Florida, and any other actions necessary or appropriate to give effect to the foregoing resolution.

IN WITNESS WHEREOF, I have hereunto subscribed my name on this the 5th day of May, 1998.



Charles Garfunkel, Managing Member (L.S.)

**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. Live Oak Properties, LLC /doing business in Florida as Live Oak Properties of Georgia, LLC
(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. Georgia
(Jurisdiction under the law of which foreign limited liability company is organized)
3. #58-2363190
(FEI number, if applicable)
4. 12/23/97
(Date of Organization)
5. Perpetual
(Duration: Year limited liability company will cease to exist or "perpetual")
6. April 1, 1998
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 400 Mall Blvd., Suite M, Savannah, GA 31406

(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:
1. Charles Garfunkel 400 Mall Blvd., St. M Savannah, GA 31406	MGRM		
2. Nathan A. Garfunkel 400 Mall Blvd., St. M Savannah, GA 31406	MGRM		
3. David Garfunkel 400 Mall Blvd., St. M Savannah, GA 31406	MGRM		

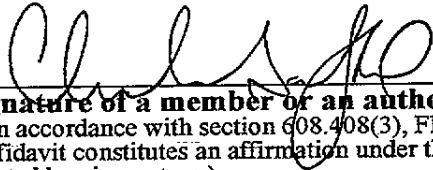
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 _____
Live Oak Properties, LLC _____ 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 \$ 2,300,000.00;
(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 \$ 2,300,000.00.
(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.)

Charles Garfunkei

Typed or printed name of signee

98 APR -6 PM 2:17
CLERK OF STATE
TALLAHASSEE, FLORIDA

FILED

Filing Fee: \$250.00 for Application and Affidavit

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

LIVE OAK PROPERTIES, LLC

DESCRIPTION OF PROPERTY

That certain piece, parcel or tract of land situate, lying and being in Section 23, Township 2 South, Range 13 East, the County of Suwannee, State of Florida, TO-WIT:

Begin at P.R.M. on the Northeast corner of Block No. 6 of STRATHOMA SUBDIVISION, Section A, said subdivision being a Replat of White's Subdivision, in Live Oak, Florida, as recorded on the Public Records, of Suwannee County, Florida, run thence North $63^{\circ}44'02''$ West along the North line of said Strathoma Subdivision, Section "A", 672.61 feet; thence North $26^{\circ}18'08''$ East 583.34 feet to the South Right of Way line of State Road No. 10; run thence South $64^{\circ}48'22''$ East along said South right of way line, 87.59 feet to the point of curve of a curve concave to the left and having a radius of 1942.86 feet and a total central angle of $12^{\circ}20'$; run thence along said right of way line and along said curve a distance of 132.25 feet; said distance being measured on a chord; chord bearing being South $66^{\circ}42'27''$ East; thence South $19^{\circ}31'08''$ West 99.93 feet; run thence South $70^{\circ}04'24''$ East, 164.95 feet to the West line of an unnamed street; run thence South $1^{\circ}56'02''$ East along the West line of said unnamed street 578.55 feet to the point of beginning. Also known as Live Oak Plaza, Inc., Live Oak, Florida being in Section 23, Township 2 South, Range 13 East, Suwannee County, Florida.

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

1. The name of the Limited Liability Company is:

Live Oak Properties, LLC

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

CT Corporation System

(Name)

1200 South Pine Island Road

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

Plantation,

FL

33324

City/State/Zip

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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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.

Dale Morris Assistant U.P.
(Signature)

Filing Fee: \$ 35 for Designation of Registered Agent

Secretary of State
Corporations Division
Suite 315, West Tower
2 Martin Luther King Jr. Dr.
Atlanta, Georgia 30334-1530

DOCKET NUMBER : 981060376
CONTROL NUMBER : 9745770
DATE INC/AUTH/FILED: 12/23/1997
JURISDICTION : GEORGIA
PRINT DATE : 04/16/1998
FORM NUMBER : 211

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98 APR -6 PM 2:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

HUNTER, MACLEAN, EXLEY & DUNN, P.C.
JOYCE K. BATTERSON
P. O. BOX 9848
SAVANNAH, GA 314120048

CERTIFICATE OF EXISTENCE

I, Lewis A. Massey, the Secretary of State of the State of Georgia,
do hereby certify under the seal of my office that

LIVE OAK PROPERTIES, LLC
A GEORGIA LIMITED LIABILITY COMPANY

was formed in the jurisdiction stated above or was authorized to
transact business in Georgia on the above date. Said entity is in
compliance with the applicable filing and annual registration
provisions of Title 14 of the Official Code of Georgia Annotated
and has not filed articles of dissolution, certificate of
cancellation or any other similar document with the office of the
Secretary of State.

This certificate relates only to the legal existence of the above-
named entity as of the date issued. It does not certify whether
or not a notice of intent to dissolve, an application for
withdrawal, a statement of commencement of winding up or any other
similar document has been filed or is pending with the Secretary
of State.

This certificate is issued pursuant to Title 14 of the Official
Code of Georgia Annotated and is prima-facie evidence that said
entity is in existence or is authorized to transact business in
this state.



Lewis A. Massey

Lewis A. Massey
Secretary of State