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CORPORATION NAME(S) AND DOCUMENT NUMBER(S) (if known):

Margaritaville Holdings LLC

FILED
98 SEP 17 PM 3:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

- Walk In
- Mail Out
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Pick Up Time

- Certified Copy
- Certificate of Status
- Certificate of Good Standing
- ARTICLES ONLY
- ALL CHARTER DOCS

RUSH

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A. Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input checked="" type="checkbox"/>	Other <u>LLC</u>

- Certificate of FICTITIOUS NAME
- FICTITIOUS NAME SEARCH
- CORP SEARCH

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98 SEP 17 PM 1:59
DIVISION OF CORPORATIONS

Ordered By: _____

Date: _____

**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. Margaritaville Holdings 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. Delaware 3. 58-2339130
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)
4. September 5, 1997 5. 99 years
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")
6. September 10, 1997
(Date first transacted business in Florida. (See sections 608.501, 608.502 and 817.155, F.S.))
7. 20 Actors Colony Road
Sag Harbor, New York 11963
(Street address of principal office)

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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)

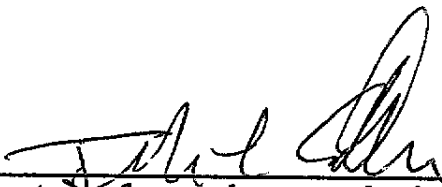
NAME & ADDRESS:	TITLE:	NAME & ADDRESS:	TITLE:
<u>Jimmy Buffett</u> <u>c/o Gelfand</u>	<u>MGR</u>	<u>Joel A. Katz</u>	<u>MGR</u>
<u>1880 Century Park East</u> <u>#1600</u>		<u>3423 Piedmont Rd., #200</u>	
<u>Los Angeles, CA 90067</u>		<u>Atlanta, GA 30305</u>	
<u>Howard Kaufman</u>	<u>MGR</u>	<u>John Cohan</u>	<u>MGR</u>
<u>8900 Wilshire Blvd. #300</u>		<u>20 Actors Colony Road</u>	
<u>Beverly Hills, CA 90067</u>		<u>Sag Harbor, NY 11963</u>	
<u>Irwin Rennert</u>	<u>MGR</u>		
<u>1880 Century Park East</u> <u>#1600</u>			
<u>Los Angeles, CA 90067</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 Margaritaville
Holdings 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 \$ 100.00;
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ 0;
(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 \$ 100.00
(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.)

John Cohan
Typed or printed name of signee

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TALLAHASSEE, FLORIDA

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:

MARGARITAVILLE HOLDINGS LLC

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

NRAI SERVICES, INC.

(Name)

526 E. PARK AVENUE

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

TALLAHASSEE,

FL

32301

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.



(Signature)

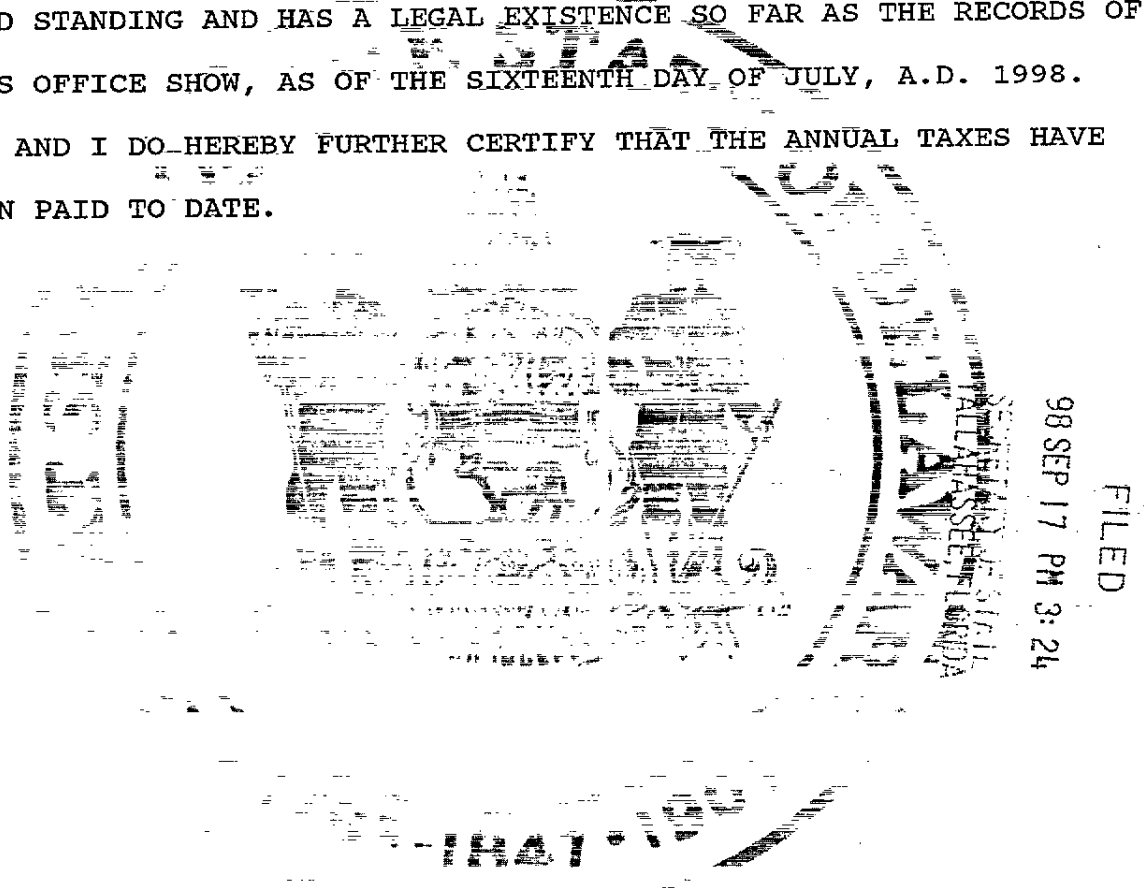
DOUGLAS W. JUNKER, ASST. SECY.

Filing Fee: \$ 35 for Designation of Registered Agent

State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MARGARITAVILLE HOLDINGS LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SIXTEENTH DAY OF JULY, A.D. 1998.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE BEEN PAID TO DATE.



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION: 9199741
DATE: 07-16-98