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1116-D Thomasville Road . Mount Vernon Square . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (904) 222-2666 or (800) 969-1666 . Fax (904) 222-1666

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Foreign L.L.C.

1.) South Bay Plantation II, L.L.C.
(CORPORATE NAME & DOCUMENT #)

2.) _____
(CORPORATE NAME & DOCUMENT #)

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1350.00 *337.50

3.) _____
(CORPORATE NAME & DOCUMENT #)

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4.) _____
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(CORPORATE NAME & DOCUMENT #)

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DIVISION OF CORP.

SPECIAL INSTRUCTIONS

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. South Bay Plantation II, 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. Delaware
(Jurisdiction under the law of which foreign limited liability company is organized)
3. Applied for
(FEI number, if applicable)
4. August 26, 1998
(Date of Organization)
5. December 31, 2050
(Duration: Year limited liability company will cease to exist or "perpetual")
6. Upon qualification
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 3301 West End Avenue, Suite 201
Nashville, Tennessee 37203
(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:
Carter-Haston Operating Company, L.L.C. 3301 West End Avenue, Suite 200 Nashville, Tennessee 37203		Title - sole member	

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 South Bay
Plantation II, L.L.C. certifies:

1) the above named limited liability company has at least one member;

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 \$ 31,850.00 ;
(A description of the property is attached and made a part hereto.)
and * *Promissory Note*

4) the total amount of cash and property contributed and anticipated to be contributed 31,850.00
by member(s) is \$;
(This total includes amounts from 2 and 3 above.)

C. Harris Haston
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.)

C. Harris Haston, Class A Manager of

Typed or printed name of signee
Carter-Haston GP, LLC, general partner of:
Carter-Haston Holdings, L.P. the sole member of:
Carter-Haston Operating Company, L.L.C.

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CLERK OF DISTRICT COURT
JULIA M. HARRIS

**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:

SOUTH BAY PLANTATION II, L.L.C.

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

Mr. John Carter

(Name)

3105 Bay Oaks Court

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

Tampa

FL 33629

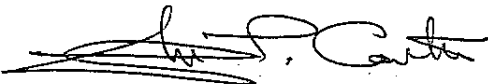
City/State/Zip

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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.



(Signature)

Filing Fee: \$ 35 for Designation of Registered Agent

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SOUTH BAY PLANTATION II, L.L.C." 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 TWENTY-SECOND DAY OF SEPTEMBER, A.D. 1998.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "SOUTH BAY PLANTATION II, L.L.C." WAS FORMED ON THE TWENTY-SIXTH DAY OF AUGUST, A.D. 1998.


AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.

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08 SEP 23 AM 11:55
DELAWARE SECRETARY OF STATE



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Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE:

9315062

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