FEB-16-00 04:52 PM P.02

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APPROVED AND FILED

PLEASE READ ALL INSTRUCTIONS BEFORE COMPLETING THIS FORM.

00 FEB 23 AM 11:35

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

LIMITED LIABILITY COMPANY REINSTATEMENT

FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # M98000001095

REINSTATEMENT 1999-2000

1. Limited Liability Company's Name

SOUTH BAY PLANTATION II, LLC

2. Principal Office Address

3301 WESTEEND AVENUE

Suite, Apt. #, etc.

SUITE 201

City & State

NASHVILLE, TN

Zip: 37203 Country: USA

3. Mailing Office Address

same

Suite, Apt. #, etc.

City & State

Zip / Country

4. State/Country of Formation: Tennessee

5. Date Organized or Qualified To Do Business in Florida: 9/28/98

6. FEI Number: [X] Applied For [ ] Not Applicable

7. CERTIFICATE OF STATUS DESIRED [XX] $5.00 Additional Fee required for a Certificate of Status

8. Name and Address of Current Registered Agent

Name: JOHN CARTER

Street Address (P.O. Box Number is Not Acceptable): 3105 BAY OAKS COURT

Suite, Apt. #, Etc.

City: TAMPA State: FL Zip Code: 33629

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9. I being appointed the registered agent of the above named limited liability company, am familiar with and accept the obligations of Chapter 608, F.S.

Signature of Registered Agent: [signature]

REGISTERED AGENT MUST SIGN

Date: 2/17/00

CR2E031 (4/99)

10. Names and Street Addresses of Managing Members/Managers

Titles	Name of Managing Members/Managers	Street Address of Each Managing Member/Manager	City / State / Zip
	L. MARC CARTER, MGRM	3301 WEST END AVENUE, ST. 200,	NASHVILLE, TN 37203
	C. HARRIS HASTON, MGRM	3301 WEST END AVENUE, ST. 200,	NASHVILLE, TN 37203

2/23/00

11. I certify that I am managing member/manager or the receiver or trustee empowered to execute this application as provided for in chapter 608, F.S. I further certify that when filing this reinstatement application the reason for dissolution has been eliminated, the limited liability company name satisfies the requirements of section 608.406, F.S. and that all fees owed by the limited liability company have been paid. The information indicated on this application is true and accurate, and my signature shall have the same legal effect as if made under oath.

Signature of Managing Member/Manager: C. Harris Haston

Date: 2/16/00

Daytime Phone #: 615-279-9200

Typed or printed name of signing Managing Member/Manager: C. HARRIS HASTON