

m98000001244

\* CCRS  
103 N. MERIDIAN STREET, LOWER LEVEL  
TALLAHASSEE, FL 32301  
222-1173

FILING COVER SHEET  
ACCT. #FCA-14

400002885504--3  
-05/25/99--01040--011  
\*\*\*\*105.00 \*\*\*\*105.00

CONTACT: CINDY HICKS

DATE: 5-25-99

REF. #: \_\_\_\_\_

CORP. NAME: Southern Comfort Associates, LLC.

- |  |  |  |
|--|--|--|
| <input type="checkbox"/> ARTICLES OF INCORPORATION   | <input checked="" type="checkbox"/> <del>ARTICLES OF INCORPORATION</del> AMENDMENT | <input type="checkbox"/> ARTICLES OF DISSOLUTION |
| <input type="checkbox"/> ANNUAL REPORT               | <input type="checkbox"/> TRADEMARK/SERVICE MARK                                    | <input type="checkbox"/> FICTITIOUS NAME         |
| <input type="checkbox"/> CERT. OF AUTHORITY          | <input type="checkbox"/> LIMITED PARTNERSHIP                                       | <input type="checkbox"/> LIMITED LIABILITY       |
| <input type="checkbox"/> REINSTATEMENT               | <input type="checkbox"/> MERGER  | <input type="checkbox"/> WITHDRAWAL              |
| <input type="checkbox"/> CERTIFICATE OF CANCELLATION | <input type="checkbox"/> UCC-1   | <input type="checkbox"/> UCC-3                   |
| <input type="checkbox"/> OTHER:                      |  |  |
- FILED  
MAY 25 PM 3:20  
STATE  
TALLAHASSEE, FLORIDA

STATE FEES PREPAID WITH CHECK# 5020 FOR \$ 105.00

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

Name  
Availability

Document  
Examiner

DCC

COST LIMIT: \$ \_\_\_\_\_

Updater  
PLEASE RETURN:

Updater  
(X) CERTIFIED COPY

no. ledgement DCC

P. verifier DCC

Examiner's Initials

TALLAHASSEE, FLORIDA  
( ) CERTIFICATE OF STATUS

( ) PLAIN STAMPED COPY

99 MAY 25 AM 10:41

RECEIVED

m98000001244

CURS  
103 N. MERIDIAN STREET, LOWER LEVEL  
TALLAHASSEE, FL 32301  
222-1173

FILING COVER SHEET  
ACCT. #FCA-14

CONTACT: CINDY HICKS  
DATE: 6-9-99  
REF. #: 0173.7091  
CORP. NAME: Southern Comfort Associates,  
LLC

700002899137--3  
-06/09/99--01039--006  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

- ( ) ARTICLES OF INCORPORATION
- ( ) ANNUAL REPORT
- ( ) CERT. OF AUTHORITY
- ( ) REINSTATEMENT
- ( ) CERTIFICATE OF CANCELLATION
- ( ) OTHER:
- ( ) ARTICLES OF AMENDMENT
- ( ) TRADEMARK/SERVICE MARK
- ( ) LIMITED PARTNERSHIP
- ( ) MERGER
- ( ) UCC-1
- ( ) ARTICLES OF DISSOLUTION
- ( ) FICTITIOUS NAME
- ( ) LIMITED LIABILITY
- ( ) WITHDRAWAL
- ( ) UCC-3

STATE FEES PREPAID WITH CHECK# 5135 FOR \$ 35.00

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED: yes paid:

Name Availability	
Document Examiner	DCC
Updater	DCC
Acknowledgement	DCC
W. P. Verifier	DCC
Examiner's Initials	

COST LIMIT: \$ \_\_\_\_\_

PLEASE RETURN:

- ( ) CERTIFIED COPY
- ( ) PLAIN STAMPED COPY

RECEIVED  
JUN 10 1999  
TALLAHASSEE, FL 32301

99 JUN -9 AM 10:37

798000001244



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

May 25, 1999

CINDY HICKS  
CCRS  
103 N. MERIDIAN STREET, LOWER LEVEL  
TALLAHASSEE, FL 32301

SUBJECT: SOUTHERN COMFORT ASSOCIATES, LLC  
Ref. Number: M98000001244

We have received your document for SOUTHERN COMFORT ASSOCIATES, LLC and your check(s) totaling \$105.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name you are changing to is not available. You will need to do a resolution by the managers to adopt a doing business as name for Florida.

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) 487-6913.

Diane Cushing  
Corporate Specialist

Letter Number: 999A00028822

**ACTION BY SOLE MEMBER  
OF  
SOUTHERN COMFORT ASSOCIATES, LLC,  
a Delaware limited liability company**

The undersigned, being the sole member (the "Member") of Southern Comfort Associates, LLC, a Delaware limited liability company (the "Company"), hereby takes the following action and adopts the following resolutions:

WHEREAS, the Company is a limited liability company duly organized and existing under the laws of the State of Delaware.

NOW, THEREFORE, RESOLVED, that Southern Comfort Associates, LLC, organized and existing in the State of Delaware, hereby adopts the name "Florida - Clearwater Associates, LLC" for use in Florida.

IN WITNESS WHEREOF, the undersigned has executed this Consent as of the 12th day of May, 1999.

HM Venture II, LLC, a Delaware limited liability company

By: JV II, LLC, a California limited liability company

By:

  
Michael H. Scott, Member

being the sole member of Southern Comfort Associates, LLC, a Delaware limited liability company

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY TO  
FILE AMENDMENT TO APPLICATION FOR AUTHORIZATION TO  
TRANSACTION BUSINESS IN FLORIDA**

**SECTION I (1-3 must be completed)**

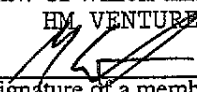
1. Name of limited liability company as it appears on the records of the Florida Department of State: Southern Comfort Associates, LLC
2. Jurisdiction of its organization: Delaware
3. Date authorized to do business in Florida: October 22, 1998

**SECTION II (4-7 complete only the applicable changes)**

4. If the amendment changes the name of the limited liability company, when was the change effected under the laws of its jurisdiction of organization? \_\_\_\_\_
5. New name of the limited liability company: Clearwater Associates, LLC

\_\_\_\_\_  
(Name must end with the words "limited company" or the abbreviation "L.C." if not so contained in the name at present.)

6. If the amendment changes the period of duration, indicate new period of duration:  
\_\_\_\_\_
7. If the amendment changes the jurisdiction of organization, indicate new jurisdiction:  
\_\_\_\_\_
8. Attached is an original certificate, no more than 90 days old, evidencing the aforementioned amendment(s), duly authenticated by the Secretary of State or the proper official having custody of records under the law of which this entity is organized.

HM VENTURE II, LLC  
  
By: \_\_\_\_\_  
Signature of a member or the authorized representative of a member  
JV II, LLC, Managing Member

By Michael H. Scott, Member  
Typed or printed name of signee

Filing Fee: \$52.50

FILED  
99 MAY 25 PM 3 20  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*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 THAT THE SAID "SOUTHERN COMFORT ASSOCIATES, LLC", FILED A CERTIFICATE OF AMENDMENT, CHANGING ITS NAME TO "CLEARWATER ASSOCIATES, LLC", THE TWELFTH DAY OF MAY, A.D. 1999, AT 4 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID LIMITED LIABILITY COMPANY IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE NOT HAVING BEEN CANCELLED OR DISSOLVED SO FAR AS THE RECORDS OF THIS OFFICE SHOW AND IS DULY AUTHORIZED TO TRANSACT BUSINESS.

FILED  
99 MAY 25 PM 3:20  
SECRETARY OF STATE  
DELAWARE



  
Edward J. Freel, Secretary of State

2950348 8320

991193031

AUTHENTICATION:

9745214

DATE:

05-14-99