

MA90000000213

MARSHALL E. WOOD, P.A.

Attorney at Law

SUITE 100, ALLAN BUILDING

303 CENTRE STREET

FERNANDINA BEACH, FLORIDA 32034

MARSHALL E. WOOD

904/277-4666

FAX # 904/277-6611

February 8, 1999

Florida Department of State
Registration Section
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

000002772050--7

-02/10/99--01087--004

***285.00 ***285.00

RE: SEA ISLAND INVESTORS, L.L.C.
A Kentucky Limited Liability Company

Dear Sirs:

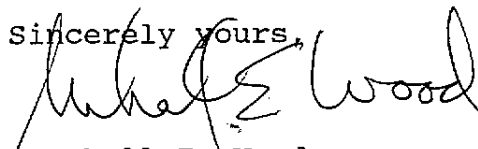
Enclosed please find the Application and Affidavit By
Foreign Limited Liability Company For Authorization To Transact
Business In Florida.

Also enclosed is my check in the amount of \$285.00
representing the Filing Fee of \$250.00 and Registration Fee of
\$35.00.

Please file the Application and remit your Letter of
Acknowledgment to me at the address shown above.

Thank you for your assistance in this matter.

Sincerely yours,



Marshall E. Wood

Name	
Availability	
Document Examiner	
Updater	
Checker	
Verifier	
Acknowledgement	
W. P. Verifier	

99 FEB 10 PM 1:22
STATE
DIVISION OF CORPORATIONS

**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. Sea Island Investors, 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. State of Kentucky
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 61-1325406
(FEI number, if applicable)
4. April 23, 1998
(Date of Organization)
5. Perpetual
(Duration: Year limited liability company will cease to exist or "perpetual")
6. February 1, 1999
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 3117 Montavesta Road
Lexington, KY 40502
(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:
Gregory Patterson 3117 Montavesta Road Lexington, KY 40502	Manager & President		

99 FEB 10 PM 1:22
DIVISION OF CORPORATIONS
STATE OF 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.)



John Y. Brown III
Secretary of State

Certificate of Existence

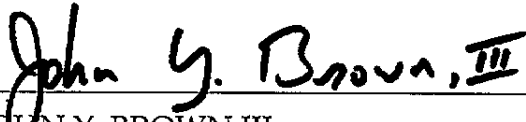
I, JOHN Y. BROWN III, Secretary of State of the Commonwealth of Kentucky, do hereby certify that according to the records in the Office of the Secretary of State,

SEA ISLAND INVESTORS, L.L.C.

is a limited liability company duly organized and existing under KRS Chapter 275, whose date of organization is April 23, 1998.

I further certify that all fees and penalties owed to the Secretary of State have been paid; that articles of dissolution have not been filed; and that the most recent annual report required by KRS 275.190 has been delivered to the Secretary of State.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my Official Seal at Frankfort, Kentucky, this 27th day of January, 1999.


JOHN Y. BROWN III
Secretary of State
Commonwealth of Kentucky
llawrence/0455513

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:

Sea Island Investors, L.L.C.

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

Marshall E. Wood, Esquire

(Name)

303 Centre Street, Suite 100

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

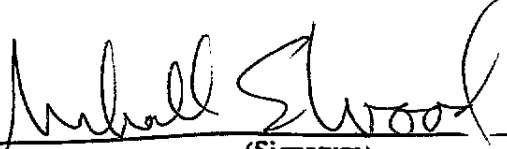
Fernandina Beach

FL

32034

City/State/Zip

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

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN LIMITED LIABILITY COMPANY

The undersigned member or authorized representative of a member of _____
Sea Island Investors, L.L.C. _____ 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

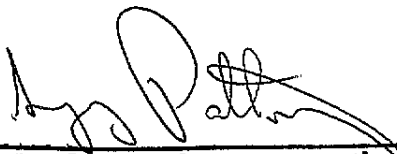
\$ 30,000.00

3) if any, the agreed value of property other than cash contributed by member(s) is
(A description of the property is attached and made a part hereto.)
and

\$ 0.00

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

\$ 30,000



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.)

Gregory Patterson

Typed or printed name of signee

Filing Fee: \$250.00 for Application and Affidavit