



THE UNITED STATES
CORPORATION
COMPANY

M99060000432

ACCOUNT NO. : 072100000032

REFERENCE : 178636 140967A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAR 23 PM 4:11

ORDER DATE : March 23, 1999

ORDER TIME : 10:49 AM

ORDER NO. : 178636-005

CUSTOMER NO: 140967A

CUSTOMER: Thomas E. Carr, Esq
Thomas E. Carr & Associates,
Suite 650
1100 Boulders Parkway
Richmond, VA 23225

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-03/23/99-01063-010

****346.25 ****346.25

FOREIGN FILINGS

NAME: WINDSONG LIMITED INTERESTS,
L.L.C.

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
XX PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: James Guy

611
M99-432

Name	023-73
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FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

March 23, 1999

JAMES GUY
CSC

SUBJECT: WINDSONG LIMITED INTERESTS, L.L.C.
Ref. Number: W99000006951

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We have received your document for WINDSONG LIMITED INTERESTS, L.L.C. and your check(s) totaling \$346.25. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent must sign accepting the designation.

If you have any questions concerning the filing of your document, please call (850) 487-6020.

Tammi Cline
Document Specialist

Letter Number: 799A00014442

RESUBMIT

Please give original
submission date as file date.

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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. Windsong Limited Interests, L.L.C.
(Name of foreign limited liability company)
2. Virginia
(Jurisdiction under the law of which foreign limited liability company is organized)
3. Applied For
(FEI number, if applicable)
4. March 2, 1999
(Date of Organization)
5. Perpetual
(Duration: Year limited liability company will cease to exist or "perpetual")
6. March 10, 1999
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 14700 Village Square Place
Midlothian, Virginia 23112
(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>Roger S. Arrowsmith</u>	<u>MGRM</u>	_____	_____
<u>1880 Eagle Harbor Pkwy.</u>		_____	
<u>Orange Park, FL 32073</u>		_____	
_____		_____	
_____		_____	
_____		_____	
_____		_____	
_____		_____	
_____		_____	

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN
LIMITED LIABILITY COMPANY**

The undersigned member or authorized representative of a member of Windsong Limited
Interests, 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 \$ 544,500 ;
- 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 \$ 544,500 .
(This total includes amounts from 2 and 3 above.)

Thomas E Carr

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.)

Thomas E. Carr

Typed or printed name of signee

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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:

Windsong Limited Interests, L.L.C.

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

Corporation Service Company
(Name)

1201 Hays Street
Florida street address (P.O. Box **NOT** ACCEPTABLE)

Tallahassee, FL 32301
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.

Corporation Service Company

By: _____

(Signature)

Karen B. Rozar, Asst. Sec.
Corporation Service Company

Filing Fee: \$ 35 for Designation of Registered Agent

Commonwealth of Virginia



State Corporation Commission

I Certify the Following from the Records of the Commission:

a Virginia Limited Liability Company certificate was filed in this office on March 02, 1999 by WINDSONG LIMITED INTERESTS, L.L.C..

a certificate of cancellation has not been filed in this office by WINDSONG LIMITED INTERESTS, L.L.C..

Nothing more is hereby certified.



Signed and Sealed at Richmond
on this Date: March 18, 1999

Joel H. Peck

Clerk of the Commission