

Document Number

M990000000661

CT Corporation System
660 East Jefferson Street
Tallahassee, FL 32301
Tel 850 222 1092
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Attn: Jeff Netherton

CORPORATION(S) NAME

900002858939--9
-04/30/99--01094--024
*****285.00 *****285.00

WP South Development Company (Florida S), L.L.C.

<input type="radio"/> Profit	<input type="radio"/> Amendment	<input type="radio"/> Merger
<input type="radio"/> Nonprofit		
<input checked="" type="radio"/> Foreign	<input type="radio"/> Dissolution/Withdrawal	<input type="radio"/> Mark
	<input type="radio"/> Reinstatement	
<input type="radio"/> Limited Partnership	<input type="radio"/> Annual Report	<input type="radio"/> Other
<input checked="" type="radio"/> LLC	<input type="radio"/> Name Registration	<input type="radio"/> Change of RA
	<input type="radio"/> Fictitious Name	<input type="radio"/> UCC
<input type="radio"/> Certified Copy	<input type="radio"/> Photocopies	<input type="radio"/> CUS
<input type="radio"/> Call When Ready	<input type="radio"/> Call If Problem	<input type="radio"/> After 4:30
<input checked="" type="radio"/> Walk In	<input type="radio"/> Will Wait	<input checked="" type="radio"/> Pick Up
<input type="radio"/> Mail Out		

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

04/30/99



99 APR 30 PM 4: 15

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

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4/30/99

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. WP South Development Company (Florida S), L.L.C.
(Name of foreign limited liability company must end with the words "limited liability company" or "limited company" or their abbreviations "L.L.C." or "L.C." if not so contained in the name at present.)

2. Georgia 3. Applied For
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. 4/13/99 5. Perpetual
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")

6. Upon Filing
(Date first transacted business in Florida. (See sections 608.501, 608.502 and 817.155, F.S.))

7. 1110 Northchase Parkway, Suite 150
Marietta, Georgia 30067
(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:
<u>WP South Development</u>	<u>MGRM</u>	<u></u>	<u></u>
<u>Company, L.L.C.</u>		<u></u>	
<u>1110 Northchase Parkway</u>		<u></u>	
<u>Suite 150</u>		<u></u>	
<u>Marietta, GA 30067</u>		<u></u>	
<u></u>		<u></u>	
<u></u>		<u></u>	
<u></u>		<u></u>	
<u></u>		<u></u>	

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.)

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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN LIMITED LIABILITY COMPANY

The undersigned member or authorized representative of a member of WP South Development Company
(Florida S), L.L.C. _____ certifies:

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CLERK OF DISTRICT COURT
STATE OF FLORIDA
APR 30 PM 4:15

- 1) the above named limited liability company has at least one member;
- 2) the total amount of cash contributed by the member(s) is \$ 100.00 ;
- 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 \$ 100.00 .
(This total includes amounts from 2 and 3 above.)

Ryan L. Dearborn

Signature of a member or 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.)

Ryan L. Dearborn, Vice-President

Typed or printed name of signee

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.

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1. The name of the Limited Liability Company is:

WP South Development Company (Florida S), L.L.C.

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

C T Corporation System

(Name)

1200 South Pine Island Road

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

Plantation

FL 33324

(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.

C T Corporation System

CONNIE BRYAN
SPECIAL ASSISTANT SECRETARY

Connie Bryan

(Signature)

Filing Fee: \$ 35 for Designation of Registered Agent

Secretary of State
Corporations Division
315 West Tower
#2 Martin Luther King, Jr. Dr.
Atlanta, Georgia 30334-1530

DOCKET NUMBER : K91191173
CONTROL NUMBER : K917702
DATE INC/AUTH/FILED: 04/28/1999
JURISDICTION : GEORGIA
PRINT DATE : 04/29/1999
FORM NUMBER : 211

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MORRIS, MANNING & MARTIN
SARA PARRAMORE
3343 PEACHTREE RD. STE. 1600
ATLANTA, GA 30326

CERTIFICATE OF EXISTENCE

I, Cathy Cox, the Secretary of State of the State of Georgia, do hereby certify under the seal of my office that

WP SOUTH DEVELOPMENT COMPANY (FLORIDA S), L.L.C.
--- A GEORGIA LIMITED LIABILITY COMPANY

was formed in the jurisdiction stated above or was authorized to transact business in Georgia on the above date. Said entity is in compliance with the applicable filing and annual registration provisions of Title 14 of the Official Code of Georgia Annotated and has not filed articles of dissolution, certificate of cancellation or any other similar document with the office of the Secretary of State.

This certificate relates only to the legal existence of the above-named entity as of the date issued. It does not certify whether or not a notice of intent to dissolve, an application for withdrawal, a statement of commencement of winding up or any other similar document has been filed or is pending with the Secretary of State.

This certificate is issued pursuant to Title 14 of the Official Code of Georgia Annotated and is prima-facie evidence that said entity is in existence or is authorized to transact business in this state.



Cathy Cox

Cathy Cox
Secretary of State