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May 20, 1999

VIA FEDERAL EXPRESS

Registration Section
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

Re: Golden West II, L.L.C.
Our File No. 3722.001

400002882434--6
-05/21/99-01070-012
***302.50 ***302.50

Dear Sirs:

In reference to the above-captioned matter, I am enclosing the following:

- 1) Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida;
- 2) Affidavit of Membership and Contributions of Foreign Limited Liability Company;
- 3) Certificate of Designation of Registered Agent;
- 4) Certificate of Fact from the Commonwealth of Virginia State Corporation Commission; and
- 5) a check made payable to the Florida Department of State in the amount of Three hundred two and 50/100 Dollars (\$302.50), of which \$250.00 is the filing fee, \$35.00 is the designation of registered agent fee and \$17.50 is for two (2) Certificates of Status.

Please forward the Certificates of Status to my attention at Faggert & Frieden, P.C., 1435 Crossways Blvd., Suite 200, Chesapeake, Virginia 23320. **I hereby request expedited service for the processing of this request.** Please contact me if you have any questions.

Michelle O'Neal GAVE
AUTHORIZATION BY PHONE TO Sincerely,

CORRECT Date Transacted 5/27/99 Business Alan M. Frieden

DATE 5/27/99 DOC. EXAM MFT

AMF/mdo
Enclosures

cc: Raymond L. Gottlieb (w/copies of enclosures)

3722\001\L-FL-SOS

Name	<u>[Signature]</u>
Availability	<u>[Signature]</u>
Document Examiner	<u>[Signature]</u>
Updater	<u>[Signature]</u>
Updater Verifier	<u>[Signature]</u>
Acknowledgement	
W. P. Verifier	

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DIVISION OF CORPORATIONS
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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. Golden West II, 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. Virginia
(Jurisdiction under the law of which foreign limited liability company is organized)
3. Applied For
(FEI number, if applicable)
4. 4/29/99
(Date of Organization)
5. Perpetual
(Duration: Year limited liability company will cease to exist or "perpetual")
6. Upon Qualification
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 448 Viking Drive, Suite 220
Virginia Beach, Virginia 23452
(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>Nathan D. Benson</u>	<u>MGR</u>	<u></u>	<u></u>
<u>448 Viking Drive, Suite 220</u>		<u></u>	
<u>Virginia Beach, Virginia 23452</u>		<u></u>	
<u>Raymond L. Gottlieb</u>	<u>MGR</u>	<u></u>	
<u>448 Viking Drive, Suite 220</u>		<u></u>	
<u>Virginia Beach, Virginia 23452</u>		<u></u>	
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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.)

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 April 29, 1999 by Golden West II, L.L.C..

a certificate of cancellation has not been filed in this office by Golden West II, L.L.C..

Nothing more is hereby certified.



Signed and Sealed at Richmond
on this Date: May 03, 1999

Joel H. Beck

Clerk of the Commission

**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, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: Golden West II, L.L.C.

2. The name and address of the registered agent and office is:

CORPORATION SERVICE COMPANY

(Name)

1201 HAYS STREET

(P.O. Box not acceptable)

TALLAHASSEE, FL. 32301

(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.

Delorah W. Skipper as agent

(Signature)

5-7-99

(Date)

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

The undersigned member or authorized representative of a member of Golden West II, L.L.C.
_____ certifies:

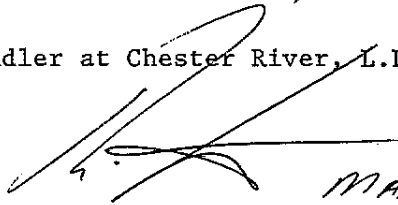
1) the above named limited liability company has at least one member;

2) the total amount of cash contributed by the member(s) is \$ 10,000.00 ;

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

4) the total amount of cash and property contributed and anticipated to be contributed
by member(s) is \$ 10,000.00 .
(This total includes amounts from 2 and 3 above.)


Sandler at Chester River, L.L.C., by

 **MANAGER**

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.)

Sandler at Chester River, L.L.C., by

 **Manager**

Typed or printed name of signee

Filing Fee: \$250.00 for Application and Affidavit