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Document Number Only

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-07/22/99--01069--001
****285.00 ****285.00

C T CORPORATION SYSTEM

Requestor's Name
660 East Jefferson Street

Address
Tallahassee, FL 32301 (850)222-1092
City State Zip Phone

300002938753--4
-07/22/99--01069--002
*****8.75 *****8.75

CORPORATION(S) NAME

Greystone Development Company, LLC

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

- | | | |
|---|---|---|
| <input type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| <input checked="" type="checkbox"/> Limited Liability Company | | |
| <input checked="" type="checkbox"/> Foreign | | |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Reservation | <input type="checkbox"/> Change of R.A. |
| <input type="checkbox"/> Limited Liability Partnership | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> Fictitious Name |
| <input type="checkbox"/> Certified Copy | | <input type="checkbox"/> CUS |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call if Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out | | |

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|-------------------|
| Name Availability |
| Document Examiner |
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THANKS
JOEY

W99-16955

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

July 22, 1999

CT CORPORATION SYSTEM

SUBJECT: GREYSTONE DEVELOPMENT COMPANY LLC
Ref. Number: W99000016955

*Walk In
Pick up
7/23*

*Please back date
Thanks*

We have received your document for GREYSTONE DEVELOPMENT COMPANY LLC and your check(s) totaling \$293.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please list the addresses of the managers.,

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) 487-6043.

Shawn Logan
Document Specialist

Letter Number: 499A00037644

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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. Greystone Development Company, LLC
(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. Delaware 3. 75-2733376
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)
4. 10/9/97 5. perpetual
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")
6. upon registration
(Date first transacted business in Florida. (See sections 608.501, 608.502 and 817.155, F.S.))
7. 222 W. Las Colinas Blvd., Suite 2100
Irving, TX 75039
(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: |
|-----------------|--------|-----------------|--------|
| see attached | | | |
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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.)

GREYSTONE DEVELOPMENT COMPANY, LLC
COMMON STOCK OWNERSHIP
A DELAWARE "LLC" CORPORATION
CHARTERED 10/09/97
CHARTER 8696096
TIN 75-2733376

OFFICERS /mgr

| | |
|------------------------|--------------------------|
| MICHAEL B. LANAHAN | PRESIDENT |
| PAUL F. STEINHOFF, JR. | EXECUTIVE VICE PRESIDENT |
| MARK P. ANDREWS | SENIOR VICE PRESIDENT |
| JOHN C. SPOONER | SENIOR VICE PRESIDENT |
| KIMBALL S. WATSON | SENIOR VICE PRESIDENT |
| MCDOWELL, DAVID C. | FIRST VICE PRESIDENT |
| TERRY TOLSON | FIRST VICE PRESIDENT |
| MARCO DE PALMA | VICE PRESIDENT |
| BURTIS DERR | VICE PRESIDENT |
| MIKE GILLIAM | VICE PRESIDENT |
| PAT GLEASON | VICE PRESIDENT |
| DAN GOLDSTEIN | VICE PRESIDENT |
| LESLIE GROOM | VICE PRESIDENT |
| JIM KNOX | VICE PRESIDENT |
| SUSAN B. UHRIK | VICE PRESIDENT |
| RAYMOND D. SMITH | SECRETARY |

Address for each is: 222 W. Las Colinas Blvd.
Suite 2100
Irving, TX 75039

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TALLAHASSEE, FLORIDA

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

The undersigned member or authorized representative of a member of _____

Greystone Development Company, LLC 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 \$ 12,000 ;
- 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 \$ 12,000 .
(This total includes amounts from 2 and 3 above.)

Paul F. Steinhoff, Jr.
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.)

Paul F Steinhoff, Jr
Typed or printed name of signee

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TALLAHASSEE, FLORIDA

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:

Greystone Development Company, LLC

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.

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(Signature)

Terri Atteberry
Assistant Secretary

Filing Fee: \$ 35 for Designation of Registered Agent

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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 "GREYSTONE DEVELOPMENT COMPANY, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-FIRST DAY OF JULY, A.D. 1999.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE BEEN PAID TO DATE.



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991299532

Edward J. Freel
Edward J. Freel, Secretary of State

9877268

AUTHENTICATION:

DATE:

07-21-99