

M9900000/284

AJT

A. JEFFREY TOMASSETTI

Attorney at Law

Telephone
(904) 261-1833

June 28, 1999

406 Ash Street
Post Office Box 1443
Fernandina Beach, FL
32035-1443

Florida Department of State
Registration Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

100002921111--6
-07/01/99-01072-009
***293.75 ***293.75

RE: American Land LLC, Limited Liability Company

Dear Sirs:

Enclosed please find the Certificate of Designation of Registered Agent/Registered Office, State of Maryland Department of Assessments and Taxation showing that American Land LLC is a limited liability company in Maryland, Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida, and an Affidavit of Membership and Contributions of Foreign Limited Liability Company.

Also enclosed is a check in the amount of \$293.75. Please send a Certificate of Status to my office.

Thank you for your assistance. If you have any questions please call.

Sincerely,

W99-15924

A. Jeffrey Tomassetti /gc
A. Jeffrey Tomassetti

AJT:gc
Encs.

ALI

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 AUG 13 PM 2:45



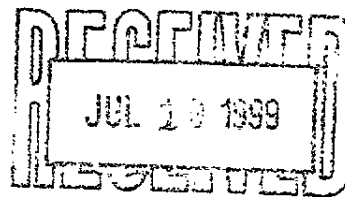
FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

July 12, 1999

A. JEFFREY TOMASSETTI, ESQ.
P.O. BOX 1443
FERNANDINA BEACH, FL 32035-1443

SUBJECT: AMERICAN LAND LLC
Ref. Number: W99000015924



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 AUG 13 PM 2:45

We have received your document for AMERICAN LAND 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):

The name designated in your document is not available. Therefore, the limited liability company must adopt an alternate name for use in the state of Florida. To adopt an alternate name the entity must submit a resolution signed by a managing member or manager adopting the alternate name for use in the state of Florida. The alternate name must end with "L.L.C.," "L.C.," "Limited Liability Company" or "Limited Company."

The date first transacted business in Florida within the meaning of s. 607.1501 or 608.501, F.S., must be set forth in section 6 of the application. If the corporation/limited liability company has not yet transacted business in Florida within this meaning, please insert the words "upon qualification" in lieu of a date. (Note: Pursuant to s. 607.1502(4), F.S., this office collects a civil penalty of \$1000 for each year other than the application filing year, that a foreign corporation or limited liability company transacts business in this state without authority along with the past annual report fees due this office.)

The document must contain the entity's complete mailing address.

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) 487-6094.

Agnes Lunt
Document Specialist

Letter Number: 299A00035798

RESOLUTION OF MANAGING MEMBERS OR MANAGERS

FILED
CLERK OF STATE
DIVISION OF CORPORATIONS
99 AUG 13 PM 2:45

I, the undersigned Wayne B. Knight
(Name)

do hereby certify that this Resolution of the Managing Members or Managers of

American Land LLC
(Name of Limited Liability Company)

a limited liability company duly organized and existing under the laws of the State of

Maryland, was duly adopted on May 3, 1999.

Be it resolved, that American Land LLC
(Name of Limited Liability Company)

organized and existing in the state of Maryland, hereby adopts the

name of American Land of North Florida, LLC for use in Florida.

Dated: 8-1-99

Wayne B. Knight
Signature of a Member or an Authorized Representative of a Member

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. AMERICAN LAND LLC

(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. MARYLAND

(Jurisdiction under the law of which foreign limited liability company is organized)

3. 52-2171817

(FEI number, if applicable)

4. 5/3/99

(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. _____

8814 Cowenton Avenue, Penny Hall, MD 21128

(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>WAYNE B. KNIGHT</u>	<u>Managing Member</u>	_____	_____
<u>8814 Cowenton Avenue</u>		_____	
<u>Perry Hall, Maryland 21128</u>		_____	
_____		_____	
_____		_____	
_____		_____	
_____		_____	
_____		_____	
_____		_____	

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 AUG 13 PM 2:45

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.)

**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:

AMERICAN LAND LLC

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

A. JEFFREY TOMASSETTI, Esquire

(Name)

406 Ash Street

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

Fernandina Beach

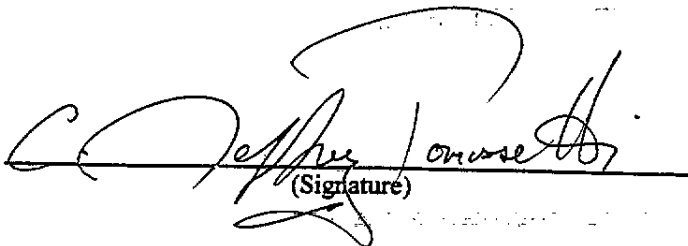
FL

32034

City/State/Zip

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 AUG 13 PM 2:45

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.

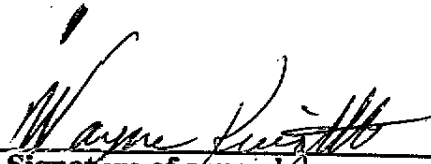

(Signature)

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 _____
AMERICAN LAND 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 \$ 25,000.00;
- 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 \$ 25,000.00.
(This total includes amounts from 2 and 3 above.)



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.)

WAYNE B. KNIGHT

Typed or printed name of signee

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 AUG 13 PM 2:45

Filing Fee: \$250.00 for Application and Affidavit

STATE OF MARYLAND
Department of Assessments and Taxation

I, PAUL ANDERSON OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF THE STATE OF MARYLAND, DO HEREBY CERTIFY THAT THE DEPARTMENT, BY LAWS OF THE STATE, IS THE CUSTODIAN OF THE RECORDS OF THIS STATE RELATING TO LIMITED LIABILITY COMPANIES OR THE RIGHTS OF LIMITED LIABILITY COMPANIES TO TRANSACT BUSINESS IN THIS STATE, AND THAT I AM THE PROPER OFFICER TO EXECUTE THIS CERTIFICATE.

I FURTHER CERTIFY THAT AMERICAN LAND, LLC IS A LIMITED LIABILITY COMPANY EXISTING UNDER AND BY VIRTUE OF THE LAWS OF THE STATE OF MARYLAND, AND THAT THE LIMITED LIABILITY COMPANY IS AT THE TIME OF THIS CERTIFICATE IN GOOD STANDING TO TRANSACT BUSINESS.

IN WITNESS WHEREOF, I HAVE HEREUNTO SUBSCRIBED MY SIGNATURE AND AFFIXED THE SEAL OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND AT BALTIMORE ON THIS JUNE 23, 1999.

Paul B. Anderson

Paul B. Anderson
Charter Division

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 AUG 13 PM 2:45

