

LAW OFFICES

Kent, Hayden, Facciolo & Millsaps, P.A.

200 WEST FORSYTH STREET, SUITE 1330
JACKSONVILLE, FLORIDA 32202

FREDERICK H. KENT, JR.
CALVIN E. HAYDEN
V. JAMES FACCILO
WALTER S. MILLSAPS
JAMES L. SHROADS
W. DAVID VAUGHN

TELEPHONE (904) 355-1330
TELECOPIER (904) 355-1115

PLEASE REPLY TO:
Post Office Box 53075
Jacksonville, FL 32201-3075

M 99 000000 1494

September 8, 1999

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

600002983736--0
-09/10/99-01048-001
****87.50 ****87.50

RE: Westminister Real Estate LLC, a Maryland LLC

600002983736--0
-09/23/99-01023-001
****258.75 ****258.75

Dear Sir:

Enclosed herewith is the transmittal letter together with Application by Foreign Corporation for Authorization to Transact Business in Florida together with our check payable to the Division of Corporations in the amount of \$87.50 to cover the filing fee, certificate of status and certified copy.

Attached to the application are certificates from the State of Maryland pertaining to the status of Westminister Real Estate LLC as a limited liability company in the State of Maryland together with a certified copy of the Article of Organization.

Upon filing, I would appreciate your furnishing to me the certificate of status and certified copy.

Very truly yours,

Calvin E. Hayden

CALVIN E. HAYDEN
CEH:dar
Enclosures

*1:14 PM
VV 11
2/11/99
4/11/99*


SL

FILED
SEP 23 AM 9:30
TALLAHASSEE, FLORIDA

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN LIMITED LIABILITY COMPANY

The undersigned member or authorized representative of a member of Westminster
Real Estate 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 \$ 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.)



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.)

Calvin E. Hayden
Typed or printed name of signee

FILED
99 SEP 23 AM 9:30
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:

Westminster Real Estate LLC, a Maryland LLC

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

Calvin E. Hayden

(Name)

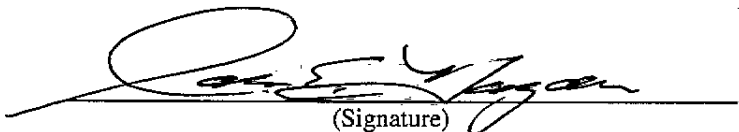
200 W. Forsyth Street, Suite 1330

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

Jacksonville, Florida FL 32202

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.


(Signature)

09 SEP 23 AM 9:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

Filing Fee: \$ 35 for Designation of Registered Agent

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 WESTMINSTER REAL ESTATE L.L.C. 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 JULY 26, 1999.



Paul B. Anderson
Charter Division

