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Patricia J. Aftoora
Vice-President and Corporate Secretary

500 Water Street J160
Jacksonville, FL 32202
(904) 366-4242
Fax (904) 366-4248

August 19, 1997

VIA EXPRESS MAIL

Mrs. Brenda L. Tadlock
Sr. Section Administrator
Registration Section
Florida Department of State
409 East Gaines Street
Tallahassee, FL 32399

000002274890--9
-08/22/97--01067--014
*****35.00 *****35.00

Reference: CSX Realty Development Corporation, RDC Projects, Inc.,
Hooker Homes, Inc., and Nona Barnes, Inc.
849587, P18958, 841823, and 841822, respectively

Dear Mrs. Tadlock:

Thank you for your letter dated July 8, 1997, regarding our request of July 1, 1997, for assistance in filing the proper documentation which would recognize the conversion of the referenced corporations governed by the corporation laws of the State of Georgia to Georgia limited liability companies.

As you indicated, Florida statutes currently contain no provision to convert foreign corporate registration to foreign limited liability company registration. We are, therefore, complying with your instructions to withdraw each entity's foreign registration and register each entity as a foreign limited liability company.

Accordingly, enclosed are the following documents:

- (1) (a) One copy each of Application by Foreign Corporation for Withdrawal of Authority to Transact Business or Conduct Affairs in Florida, executed on behalf of each of the following corporations:

CSX Realty Development Corporation
Hooker Homes, Inc.
Nona Barnes, Inc.
RDC Projects, Inc.

- (b) Four checks for \$35 each to cover the filing fees associated with (a)
- (2) One copy of each of the following listed documents executed (or provided) on behalf of each of the following:

CSX Realty Development, LLC
Hooker Homes, LLC
Nona Barnes, LLC
RDC Projects, LLC

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TALLAHASSEE, FLORIDA

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- (a) Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida.
- (b) Affidavit of Membership and Contributions of Foreign Limited Liability Company.
- (c) Certificate of Designation of Registered Agent/Registered Office.
- (d) Certificate of Existence issued by the Secretary of State of Georgia.
- (e) Check in the amount of \$285 to cover filing fees.

As you further advised in your letter, a copy of our letter of July 1, 1997, together with a copy of your response of July 7, 1997, will accompany each of the limited liability company registrations.

Please know that we were most appreciative of your response. While we understand that current Florida statutes do not permit the conversion procedure we requested, your promptness in responding, as well as your willingness to make our written request part of the official registration, will hopefully resolve any future transactions involving property rights succession.

Please arrange to return all Certificates of Registration to me at the above address.

In the event you have additional questions or need further documentation, please do not hesitate to call me at 904-366-4242.

Sincerely,



PJA/kdp

Enclosures

**APPLICATION BY FOREIGN CORPORATION FOR WITHDRAWAL
OF AUTHORITY TO TRANACT BUSINESS OR CONDUCT AFFAIRS
IN FLORIDA**

RDC Projects, Inc.

(Name of Corporation)

Georgia

(Incorporated Under Laws Of)

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TALLAHASSEE, FLORIDA

This corporation is no longer transacting business or conducting affairs within the State of Florida and hereby voluntarily surrenders its authority to transact business or conduct affairs in Florida.

This corporation revokes the authority of its registered agent in Florida to accept service on its behalf and appoints the Department of State as its agent for service of process based on a cause of action arising during the time it was authorized to transact business or conduct affairs in Florida.

The following is a current mailing address to which the Department of State may mail a copy of any process against this corporation that may be served on the Department.

500 Water Street, S/C J-160

(Mailing Address)

Jacksonville, FL 32202

(City/ State /Zip)

The corporation agrees to notify the Department of State in the future of any change in its mailing address.



Signature

Vice-President

Title

Patricia J. Aftoora

Typed or printed name

April 25, 1997

Date