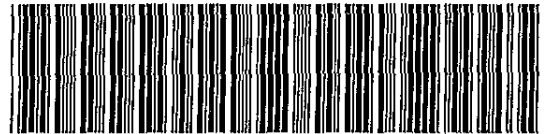


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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

(Document Number)

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TRANSMITTAL LETTER

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TO: Registration Section
Division of Corporations

SUBJECT: C. E. Carter Company, Inc.
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Melanie Hall
(Name of Person)
C. E. Carter Company, Inc.
(Firm/Company)
P.O. Box 40
(Address)
Bay Minette, AL 36507
(City/State and Zip code)

For further information concerning this matter, please call:

Melanie Hall at (251) 937-7800
(Name of Person) (Area Code & Daytime Telephone Number)

STREET ADDRESS:
Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

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

Enclosed is a check for the following amount:

- \$70.00 Filing Fee \$78.75 Filing Fee & Certificate of Status \$78.75 Filing Fee & Certified Copy \$87.50 Filing Fee, Certificate of Status & Certified Copy

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

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1. C. E. Carter Company, Inc. (Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. Alabama (State or country under the law of which it is incorporated) 3. 65-1168858 (FEI number, if applicable)

4. 1/21/03 (Date of incorporation) 5. perpetual (Duration: Year corp. will cease to exist or "perpetual")

6. upon qualification (Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification." (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 215 E. First St., Bay Minette, AL 36507 (Principal office address) P.O. Box 40, Bay Minette, AL 36507 (Current mailing address)

8. golf course construction (Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)

Name: C.T. Corporation System

Office Address: 1200 South Pine Island Road Plantation, Florida 33324 (City) (Zip code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Barbara A Burke

BARBARA A. BURKE SPECIAL ASSISTANT SECRETARY

(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: _____
Address: _____

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TALLAHASSEE, FLORIDA

Vice Chairman: _____
Address: _____

Director: T. W. Mitchell, II
Address: P.O. Box 40, Bay Minette, AL 36507

Director: C. E. Carter, Jr.
Address: P.O. Box 40, Bay Minette, AL 36507

B. OFFICERS

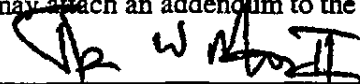
President: T. W. Mitchell, II
Address: P.O. Box 40, Bay Minette, AL 36507

Vice President: C.E. Carter Jr.
Address: P.O. Box 40, Bay Minette, AL 36507

Secretary: C. E. Carter Jr
Address: P.O. Box 40, Bay Minette, AL

Treasurer: _____
Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. T. W. Mitchell, II, President
(Typed or printed name and capacity of person signing application)

Nancy L. Worley
Secretary of State

P.O. Box 5616
Montgomery, AL 36103-5616

03 MAR 28 PM 12: 51

STATE OF ALABAMA

I, Nancy L. Worley, Secretary of State of the State of Alabama, having custody of the Great and Principal Seal of said State, do hereby certify that

the domestic corporation records on file in this office disclose that C.E. Carter Company, Inc. incorporated in Baldwin County, Bay Minette, Alabama on January 21, 2003. I further certify that the records do not disclose that said C.E. Carter Company, Inc. has been dissolved.



In Testimony Whereof, I have hereunto set my hand and affixed the Great Seal of the State, at the Capitol, in the City of Montgomery, on this day.

March 12, 2003

Date

Nancy L. Worley
Nancy L. Worley

Secretary of State