

Return To:

Lisa Bagwell, Esq.
Carolina Landings, Inc.
1 South School Ave
Suite 500
Sarasota, FL 34237

CAROLINA LANDINGS, INC.

CERTIFICATE OF RESOLUTION

The undersigned, being the duly elected, qualified and serving Secretary of Carolina Landings, Inc., a Florida corporation ("the Corporation"), hereby certifies that the following is a true and complete copy of a resolution adopted as of September 16, 2004, by the Board of Directors of the Corporation by unanimous consent without a meeting in accordance with the provisions of the By-Laws of the Corporation:

WHEREAS, it is desirable and in the best interest of the Corporation, to consent to and authorize the Corporation to enter into contracts to sell and convey, and otherwise consummate the sales of, individual condominium units (the "Property") located in Manatee County, Florida, further described as: Seventy (70) condominium units in Carolina Landings at University Place, Condominium C, according to the Declarations of Condominium thereof recorded in Official Records Book 1956, Page 7581, and the Master Declaration of Condominium thereof, as recorded in Official Records Book 1875, Page 3302, all of the Public Records of Manatee County, Florida.

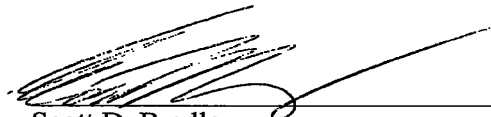
NOW THEREFORE, BE IT RESOLVED, the Corporation consents to and authorizes the sale of the Property, ratifies all prior actions taken to accomplish sale of the Property, and further authorizes any one of the following Attorneys and Authorized Agents for the Corporation:

Garret T. Barnes
Adron H. Walker

to execute and deliver for and on behalf of the Corporation, all documents and instruments, including, but not limited to, Warranty Deeds and HUD-1 Settlement Statements, required or desirable in connection with the aforementioned sales of the Property; and they are authorized and directed to do so in the name and on behalf of the Corporation, upon such terms as may be deemed advisable by them.

This Resolution may be executed in several counterparts, including by facsimile, each of which shall be construed as an original, and all so executed will together constitute one consent, notwithstanding that all the parties may not be signatories to the same counterpart.

IN WITNESS WHEREOF, the undersigned has set his hand and the official seal of the Corporation on this 16th day of September, 2004.

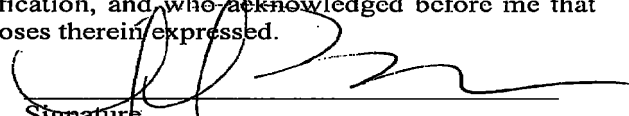


Scott D. Bradley

State of Florida
County of Sarasota

The foregoing instrument was subscribed and sworn to before me this 16th day of September, 2004, by Scott D. Bradley X who is personally known to me, or _____ who produced _____ as identification, and who acknowledged before me that he executed the same freely and voluntarily for the purposes therein expressed.

My Commission Expires:



Signature

LISA E. BAGWELL
Notary Public, State of Florida
My comm. exp. May 16, 2007
Comm. No. DD 209038

Lisa E. Bagwell

Print Name
NOTARY PUBLIC—STATE OF FLORIDA
Commission No. _____