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2726 0934

**CONSENT TO ACTION WITHOUT MEETING
OF ALL OF THE MEMBERS/MANAGERS OF
SEA WATCH, LLC**

The undersigned, being all of the members/managers of Sea Watch, LLC, hereby establish that any one Member is authorized to execute on behalf of the LLC deeds of conveyance, lien affidavits and all other documents necessary or appropriate for the sale of lots from Sea Watch. Any such deeds and other related instruments executed by any one of the members are hereby ratified and approved.

This action is effective this 30TH day of MARCH, 2000.

000046

ATTEST:
U. C. Jensen
Secretary



SKINNER-SMITH DEVELOPMENT CORP.
Member/Manager

By: [Signature]
President

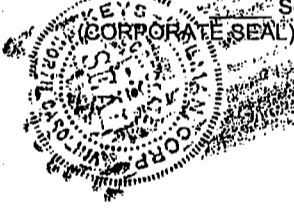
ATTEST:
Katherine J. Bostay
Secretary



DEL MAR OF WILMINGTON, INC.
Member/Manager

By: [Signature]
President

ATTEST:
[Signature]
Secretary



KEYS-HOLMAN CORP.
Member/Manager

By: [Signature]
President

Returned To W. T. [Signature]

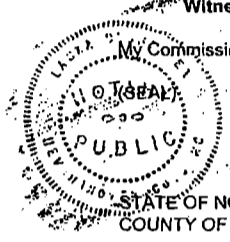
628498

STATE OF NORTH CAROLINA
COUNTY OF NEW HANOVER

I, Laura Ulschaefer, a Notary of said county do hereby certify that ~~Brian G. Smith~~ A.C. Skinner personally appeared before me this day and acknowledged that (s)he is Secretary of SKINNER-SMITH DEVELOPMENT CORP., a North Carolina corporation, member/manager of Sea Watch, LLC, and that by authority duly given and as the act of the corporation, the foregoing instrument was signed in its name by its _____ President, sealed with its corporate seal, and attested by him/herself as its Secretary.

Witness my hand and official stamp or seal, this 30th day of March, 2000.

My Commission expires: 5-25-03



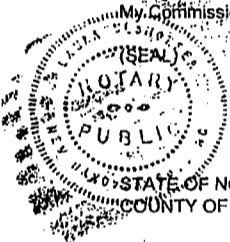
[Signature]
Notary Public

STATE OF NORTH CAROLINA
COUNTY OF NEW HANOVER

I, Laura Ulschaefer, a Notary of said county do hereby certify that ~~James W. Robert~~ Vaherna J. Pospisil personally appeared before me this day and acknowledged that (s)he is Secretary of DEL MAR OF WILMINGTON, INC., a North Carolina corporation, member/manager of Sea Watch, LLC, and that by authority duly given and as the act of the corporation, the foregoing instrument was signed in its name by its _____ President, sealed with its corporate seal, and attested by him/herself as its Secretary.

Witness my hand and official stamp or seal, this 30th day of March, 2000.

My Commission expires: 5-25-03



[Signature]
Notary Public

STATE OF NORTH CAROLINA
COUNTY OF NEW HANOVER

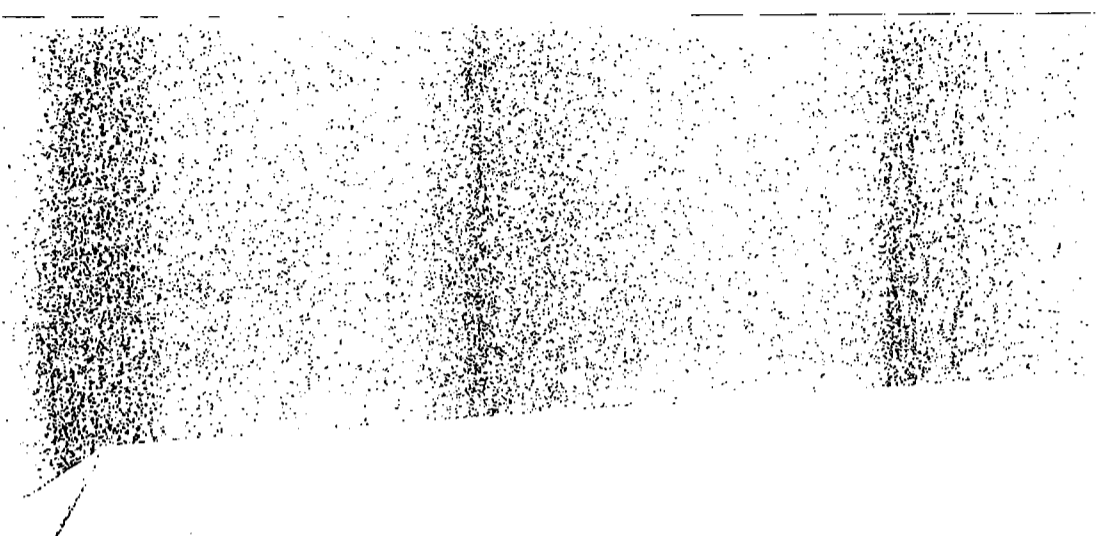
I, Laura Ulschaefer, a Notary of said county do hereby certify that ~~Wright Holman~~ Frances Anderson personally appeared before me this day and acknowledged that (s)he is Secretary of KEYS-HOLMAN CORP., a North Carolina corporation, member/manager of Sea Watch, LLC, and that by authority duly given and as the act of the corporation, the foregoing instrument was signed in its name by its _____ President, sealed with its corporate seal, and attested by him/herself as its Secretary.

Witness my hand and official stamp or seal, this 30th day of March, 2000.

My Commission expires: 5-25-03



[Signature]
Notary Public



2000 MAR 31 AM 9:58

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RECORDED AND VERIFIED
MARY SUE OOTS
REGISTER OF DEEDS
NEW HANOVER CO. NC

STATE OF NORTH CAROLINA
New Hanover County
The Forgoing/ Annexed Certificate(s) of

Laura Washoefer

Notary (Notaries) Public is/ are certified
to be correct.

This the 31 day of March 2000
Mary Sue Oots, Register of Deeds

by Margaret Ann Storen
Deputy/ Assistant