

L98000002243

PAGE, MANNINO, PERESICH, DICKINSON & McDERMOTT

A PROFESSIONAL LIMITED LIABILITY COMPANY

ATTORNEYS AT LAW

MARKHAM BUILDING
2301 - 14TH STREET, SUITE 600
P. O. BOX 660
GULFPORT, MISSISSIPPI 39501
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JOEL L. BLACKLEDGE

October 9, 1998

BILOXI OFFICE
759 VIEUX MARCHE MALL
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BILOXI, MS 39533
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VIA AIRBORNE EXPRESS

Florida Department of State
Registration Section
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

RE: TELLUS THREE, LLC

600002661666--8
-10/12/98-01090-011
****285.00 ****285.00

Dear Sir/Madame:

Enclosed please find the following documents to be filed regarding the above-referenced limited liability company:

- 1. Certificate of Formation; and
2. Designation of Registered Agent.

Also, enclosed is a check made payable to the "Florida Department of State" in the amount of \$285.00, representing payment of the \$250.00 filing fee for the Certificate of Formation and payment of the \$35.00 filing fee for the Designation of Registered Agent.

Although we understand that your department only offers expedited services for hand-delivered filings, we would appreciate your filing this Certificate of Formation immediately upon your receipt, as our client is under a loan closing deadline. Further, in order to assist you with our request, we have enclosed herewith a self-addressed Airborne Express package for the Letter

of Acknowledgment.

If you should have any questions or comments in connection with this matter, please do not hesitate to contact us. With great appreciation, we remain

Sincerely yours,

PAGE, MANNINO, PERESICH,
DICKINSON & McDERMOTT, PLLC

Sandy L. Jackson, Paralegal

FILED
98 OCT 12 PM 12: 20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Table with 2 columns: Name, Availability. Rows include Document Examiner, Updater, Updater Verifier, Acknowledgement, W P. Verifier, Enclosures.

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ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is:

TELLUS THREE, LLC

ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is:

333 FOREST DRIVE
SANDESTIN, FLORIDA 32451

ARTICLE III - Duration:

The period of duration for the Limited Liability Company shall be:

PERPETUAL

ARTICLE IV - Management:

(Check the appropriate box and complete the statement)

- The Limited Liability Company is to be managed by a manager or managers and the name(s) and address(es) of such manager(s) who is/are to serve as manager(s) is/are:

T. DAVIS GORDON
333 FOREST DRIVE
SANDESTIN, FL 32541

- The Limited Liability Company is to be managed by the members and the name(s) and address(es) of the managing member(s) is/are:

N/A

ARTICLE V - Admission of Additional Members:

The right, if given, of the members to admit additional members and the terms and conditions of the admissions shall be:

N/A

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TALLAHASSEE, FLORIDA

ARTICLE VI - Members Rights to Continue Business:

The right, if given, of the remaining members of the limited liability company to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the limited liability company shall be:

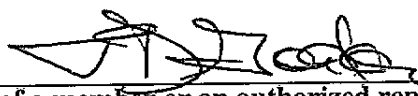
N/A

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TALLAHASSEE, FLORIDA

ARTICLE VII - Affidavit of Membership and Contributions

The undersigned member or authorized representative of a member of _____
TELLUS THREE, 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 \$ 6,900.00 ;
- 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 \$ 6,900.00 .



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.)

T. DAVIS GORDON
Typed or printed name of signee

Filing Fee: \$250.00 for Articles 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: _____
_____ **TELLUS THREE, LLC** _____

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

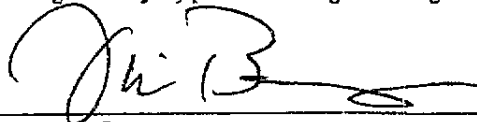
JIM BARNES

NAME
EDDINS, RIDLEHOVER & BARNES
900 NORTH PALAFOX STREET

Florida street address (P. O. Box NOT ACCEPTABLE)
PENSACOLA, FL 32501-5681

CITY, STATE AND 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

Filing Fee: \$ 35 for Designation of Registered Agent

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