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(Requestor's Name)

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(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

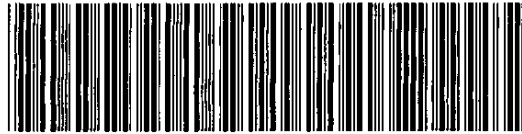
(Business Entity Name)

(Document Number)

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TALLAHASSEE, FLORIDA

T. CLINE

JUN - 5 2009

EXAMINER

BRADLEY ARANT
BOULT CUMMINGS
LLP

One Jackson Place, Suite 450
188 East Capitol Street
Jackson, Mississippi 39201

Kathleen Shields O'Beirne
Direct: (601) 592-9938
Fax: (601) 948-3000
kobeirne@babc.com

May 28, 2009

Florida Department of State
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: Pogo, LLC

Dear Sir or Madam:

Enclosed please find the information necessary to register Pogo LLC, a Mississippi Limited Liability Company, to transact business in the State of Florida. Included are the following:

1. Cover Letter,
2. Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida,
3. Certificate of Designation of Registered Agent/Registered Office,
4. Written Consent to Adopt Alternate Name for Use in the State of Florida,
5. Certificate of Existence from the State of Mississippi for Pogo LLC, and
6. Check for \$160.00 to the Florida Department of State Division of Corporations.

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Should you require any additional information, please do not hesitate to contact me.

Sincerely,


Kathleen Shields O'Beirne

KSO/mbr
Enclosures

4/152768.1

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Pogo LLC
(Name of Limited Liability Company)

The enclosed "Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida," Certificate of Existence, and check are submitted to register the above referenced foreign limited liability company to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Stephen L. Thomas
(Name of Person)

Bradley Arant Boult Cummings LLP
(Firm/Company)

P.O. Box 1789
(Address)

Jackson, MS 39215-1789
(City/State and Zip Code)

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TALLAHASSEE, FLORIDA

For further information concerning this matter, please call:

Stephen L. Thomas at (601) 948-8000
(Name of Person) (Area Code & Daytime Telephone Number)

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

STREET ADDRESS:
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Enclosed is a check for the following amount:

- \$125.00 Filing Fee
- \$130.00 Filing Fee & Certificate of Status
- \$155.00 Filing Fee & Certified Copy
- \$160.00 Filing Fee, Certificate of Status & Certified Copy

WRITTEN CONSENT TO ADOPT ALTERNATE NAME FOR USE IN THE STATE OF FLORIDA

We, the undersigned, do hereby certify that we are the Managers and/or Managing

Members of Pogo LLC

(Name of Limited Liability Company)

a limited liability company duly organized and existing under the laws of

Mississippi

(State or Country of Organization)

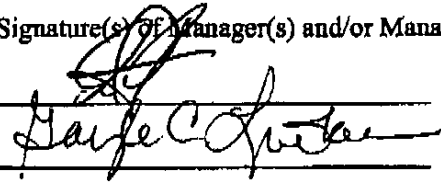
Because the name of this foreign limited liability company does not satisfy the requirements of the s. 608.406, F.S., the limited liability company hereby adopts the following name to transact business in the state of Florida:

Pogo MS LLC

(Name to be used by limited liability company in Florida. NOTE: Name must end with Limited Liability Company, L.L.C., or LLC.)

Date: May 21, 2009

Signature(s) of Manager(s) and/or Managing Member(s):



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**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACTION BUSINESS IN THE STATE OF FLORIDA:

1. Pogo LLC

(Name of Foreign Limited Liability Company; must include "Limited Liability Company," "L.L.C.," or "LLC.")

(If name unavailable, enter alternate name adopted for the purpose of transacting business in Florida and attach a copy of the written consent of the managers or managing members adopting the alternate name. The alternate name must include "Limited Liability Company," "L.L.C.," "LLC.")

2. Mississippi

(Jurisdiction under the law of which foreign limited liability company is organized)

3. _____

(FEI number, if applicable)

4. APRIL 30, 2009

(Date of Organization)

5. Perpetual

(Duration: Year limited liability company will cease exist or "perpetual")

6. _____

(Date first transacted business in Florida, if prior to registration.)
(See sections 608.501 & 608.502 F.S. to determine penalty liability)

7. 134 Currey Road, Route 1, Box 401

Hollandale, MS 38748

(Street Address of Principal Office)

8. If limited liability company is a manager-managed company, check here

9. The name and usual business addresses of the managing members or managers are as follows:

E. P. Lutken, 134 Currey Road, Route 1, Box 401 Hollandale, MS 38748

Gayle C. Lutken, 134 Currey Road, Route 1, Box 401 Hollandale, MS 38748

10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

11. Nature of business or purposes to be conducted or promoted in Florida: Purchase, lease, development, sale, management, operation and/or investment in real property

Signature of a member or an authorized representative of a member.
(In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

E. P. Lutken

Typed or printed name of signee

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**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:

Pogo LLC

If unavailable, the alternate to be used in the state of Florida is:

Pogo MS LLC

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

CT Corporation System

(Name)

1200 South Pine Island Road

Florida Street Address (P.O. Box **NOT** ACCEPTABLE)

Plantation, FL 33324

City/State/Zip

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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 as provided for in Chapter 608, Florida Statutes.

Kimberly Breunling
Assistant Secretary

(Signature)

\$ 100.00	Filing Fee for Application
\$ 25.00	Designation of Registered Agent
\$ 30.00	Certified Copy (optional)
\$ 5.00	Certificate of Status (optional)

State of Mississippi
Office of the Secretary of State
C. Delbert Hosemann, Jr., Secretary of State
Jackson, Mississippi

CERTIFICATE

I, C. DELBERT HOSEMANN, JR., Secretary of State of the State of Mississippi, and as such the legal custodian of the records as required by The Mississippi Limited Liability Company Act to be filed in my office do hereby certify that:

POGO LLC

Formed April 30, 2009

A Mississippi Limited Liability Company has filed the necessary documents in this office and has obtained a certificate of formation under the provisions of The Mississippi Limited Liability Company Act as shown by the records in this office.

That the registered office of said Limited Liability Company is located at:

134 CURREY ROAD
ROUTE 1 BOX 401
HOLLANDALE MS 38748

and that the registered agent at that address is:

LUTKEN, E.P.

I further certify that said Limited Liability Company has paid the fees for filing the above papers required by law as shown by the records of this office and that said Limited Liability Company is in good standing to do business in Mississippi at this time.



Given under my hand
and seal of office
May 22, 2009

C. Delbert Hosemann, Jr.

C. Delbert Hosemann, Jr.
Secretary of State