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C T CORPORATION SYSTEM

Requestor's Name  
660 East Jefferson Street

Address  
Tallahassee, Florida 32301

City State Zip Phone

**CORPORATION(S) NAME**

Retirement Group, L.L.C. **100882102961--5**  
 -03/03/97--01097--018  
 \*\*\*\*148.75 \*\*\*\*148.75

- Profit
- NonProfit
- Limited Liability Company
- Foreign
- Amendment
- Dissolution/Withdrawal
- Merger
- Mark
- Limited Partnership
- Reinstatement
- Limited Liability Partnership
- Certified Copy
- Annual Report
- Reservation
- Photo Copies
- Other
- Change of R.A.
- Fictitious Name
- CUS
- Call When Ready
- Walk In
- Mail Out
- Call if Problem
- Will Wait
- After 4:30
- Pick Up

Name Availability	<i>Walt 2/28/97</i>
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*2/28/97*

*FOR US*

*Walt*

*2/28*

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 TOTAL \_\_\_\_\_  
 BALANCE DUE \$ \_\_\_\_\_  
 REFUND \$ \_\_\_\_\_

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

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

- ✓ 1. Retirement Group, L.L.C.  
(Name of foreign limited liability company must end with the words "limited company" or their  
abbreviation "L.C." if not so contained in the name at present.)
- ✓ 2. Georgia 3. 58-2290124  
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)
4. January 1, 1997 5. December 31, 2046  
(Date of Organization) (Duration: Year limited liability company will cease to exist  
or "perpetual")
6. March 1, 1997  
(Date first transacted business in Florida.)
7. 6000 Lake Forrest Drive, Suite 200  
Atlanta, Georgia 30328  
(Street address of principal office)
8. C T CORPORATION SYSTEM  
(Name of the registered agent of foreign limited liability company)
9. c/o C T CORPORATION SYSTEM, 1200 South Pine Island Road,  
Plantation, Florida 33324  
(Florida registered office address)
10. Name(s), title, and business address(es) of managing member(s) [MGRM] or manager(s) [MGR] who  
will manage the foreign limited liability company in Florida: (attach additional page if necessary)
- See 1 in Addendum
- \_\_\_\_\_
- \_\_\_\_\_
- \_\_\_\_\_
- \_\_\_\_\_

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February 27, 1997  
(Date)

*R. Adams, Secretary*  
(Signature of a Member of Authorized Representative of a member)

REGISTERED AGENT ACCEPTANCE

Having been named as registered agent and to accept service of process for the above stated foreign limited liability company at the place designated in this certificate pursuant to the provisions of section 608.507, Florida Statutes, 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.

C T Corporation System

By: *Mary R. Adams*  
(Signature)

\_\_\_\_\_  
(Date)

*Mary R. Adams / asst. Secy.*  
(Type Name of Officer)

\_\_\_\_\_  
(Title of Officer)

## Addendum

1. Name and title: Chris Brogdon, President /MGRM  
Address: 6000 Lake Forrest Drive, Suite 200, Atlanta, GA 30328  
  
Name and title: Edward E. Lane, Vice President /MGRM  
Address: 6000 Lake Forrest Drive, Suite 200, Atlanta, Georgia 30328  
  
Name and title: Darrell C. Tucker, Treasurer /MGRM  
Address: 6000 Lake Forrest Drive, Suite 200, Atlanta, Georgia 30328  
  
Name and title: Philip M. Rees, Secretary /MGRM  
Address: 6000 Lake Forrest Drive, Suite 200, Atlanta, Georgia 30328

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS  
OF FOREIGN LIMITED LIABILITY COMPANY**

The undersigned member or authorized representative of a member of RETIREMENT  
GROUP L.L.C. deposes and says:

- 1) the above named limited liability company has at least two members
- 2) the total amount of cash contributed by the member(s) is \$ -0-
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ 11,650,000 . This cash total includes amounts from 2 and 3 above.
- 4) the total amount of cash or property anticipated to be contributed by member(s) is \$ 20,400,000 . This total includes amounts from 2 and 3 above.



Signature of a member or authorized representative of a member.  
(In accordance with section 609.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

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**Secretary of State**  
**Business Information and Services**  
**Suite 315, West Tower**  
**2 Martin Luther King Jr. Dr.**  
**Atlanta, Georgia 30334-1530**

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JURISDICTION : GEORGIA  
PRINT DATE : 02/06/1997  
FORM NUMBER : 211

CT CORPORATION SYSTEM  
MEAGHAN D. BEARSS  
1201 PEACHTREE ST, NE  
ATLANTA GA 30361

**CERTIFICATE OF EXISTENCE**

I, the Secretary of State of the State of Georgia, do hereby certify under the seal of my office that

**RETIREMENT GROUP, L.L.C.**  
**A GEORGIA LIMITED LIABILITY COMPANY**

was formed in the jurisdiction stated above or was authorized to transact business in Georgia on the above date. Said entity is in compliance with the applicable filing and annual registration provisions of Title 14 of the Official Code of Georgia Annotated and has not filed articles of dissolution, certificate of cancellation, or any other similar document with the office of the Secretary of State.

This certificate relates only to the legal existence of the above-named entity as of the date issued. It does not certify whether or not a notice of intent to dissolve, an application for withdrawal, a statement of commencement of winding up, or any other similar document has been filed or is pending with the Secretary of State.

This certificate is issued pursuant to Title 14 of the Official Code of Georgia Annotated and is prima-facie evidence that said entity is in existence or is authorized to transact business in this state.

*Lewis A. Massey*  
LEWIS A. MASSEY  
SECRETARY OF STATE

