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Michael P. Marshall, Jr.
(Requestor's Name)

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December 29, 2003

VIA FEDERAL EXPRESS

Florida Department of State
Division of Corporations
409 E. Gains Street
Tallahassee, FL 32399

RE: Limited Partnership and Limited Liability Company Filings

Dear Sir or Madam:

Enclosed please find the following documents needed to form two new Florida limited partnerships (and to elect limited liability limited partnership status), form two new Florida limited liability companies, and merge four existing Georgia entities into their Florida counterparts:

I. Formation of SFB Investment Company, LLLP, a Florida limited liability limited partnership

1. Certificate of Limited Partnership with Accompanying Affidavit (\$52.50 filing fee)
2. Consent of Registered Agent to Serve in such Capacity (\$35.00 filing fee)
3. Statement of Qualification of LLLP Status (\$25.00 filing fee)

II. Formation of SFB Management Company, LLC

4. Articles of Organization (\$100 filing fee)
5. Consent of Registered Agent to Serve in such Capacity (\$25.00 filing fee)

III. Formation of SRB Investment Services, LLLP, a Florida limited liability limited partnership

6. Certificate of Limited Partnership with Accompanying Affidavit (\$52.50 filing fee)

7. Consent of Registered Agent to Serve in such Capacity (\$35.00 filing fee)
8. Statement of Qualification for LLLP Status (\$25.00 filing fee)

IV. Formation of SRB Management Company, LLC

9. Articles of Organization (\$100.00 filing fee)
10. Consent of Registered Agent to Serve in such Capacity (\$25.00 filing fee)

V. Merger of SFB Investment Company, LP (a Georgia limited partnership) into SFB Investment Company, LLLP (a Florida limited liability limited partnership)

11. Articles of Merger¹ (\$105.00 filing fee)

VI. Merger of SRB Investment Services, LP (a Georgia limited partnership) into SRB Investment Services, LLLP (a Florida limited liability limited partnership)

12. Articles of Merger (\$50.00 filing fee)

VII. Merger of SFB Management Company, LLC (a Georgia limited liability company) into SFB Management Company, LLC (a Florida limited liability company)

13. Articles of Merger (\$105.00 filing fee)

VIII. Merger of SRB Management Company, LLC (a Georgia limited liability company) into SRB Management Company, LLC (a Florida limited liability company)

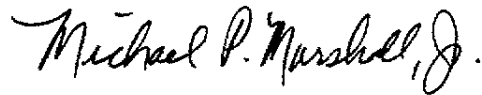
14. Articles of Merger (\$50.00 filing fee)

¹ Please note that these Articles of Merger have been fully executed in accordance with Section 620.203 of the Florida Revised Uniform Limited Partnership Act (1986), which requires that the Articles of Merger be executed by "the general partner of each domestic limited partnership and by each other business entity as required by application law." Sections 14-9-204 and 14-9-206.1 of the Georgia Revised Uniform Limited Partnership Act do not require the terminating entity to execute the Certificate of Merger. Accordingly, the Articles of Merger need only be executed by the surviving Florida limited liability limited partnership.

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I am also enclosing a check payable to "Florida Department of State" for \$785.00 to cover the filing fees associated with these filings (this represents the sum of the individual filing fees listed above). If you have any questions regarding these documents please feel free to call me at (404) 962-6442. Otherwise, please file the documents and return all acknowledgments to me at the address on this letterhead. Thank you in advance for your assistance.

Very truly yours,

A handwritten signature in black ink that reads "Michael P. Marshall, Jr." with a stylized flourish at the end.

Michael P. Marshall, Jr.

MPMjr/pw

Enclosures

cc: Ken Carroll
Betsy McCall
Danny Griffin
David Floyd (via facsimile 404-252-4046)
Neil Quirk (via facsimile 404-237-7996)
(all w/o enclosures)

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
SFB INVESTMENT COMPANY, LLLP**

I.

The name of the Limited Partnership is SFB Investment Company, LLLP (the "Partnership").

II.

The initial registered office of the Partnership shall be 1358 Thomaswood Drive, Tallahassee, Florida 32312. The initial registered agent for service of process of the Partnership shall be Stephen F. Been.

III.

The Partnership shall have one general partner whose name and address are:

SFB Management Company, LLC
1358 Thomaswood Drive
Tallahassee, Florida 32312

204-1971

IV.

The mailing address for the Partnership shall be 1358 Thomaswood Drive, Tallahassee, Florida 32312.

V.

The latest date upon which the Partnership is to dissolve is December 31, 2030.

[Signature page follows]

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ALBANY COUNTY CLERK
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the undersigned, as the Partnership's sole general partner, executes this Certificate of Limited Partnership this 21st day of December, 2003.

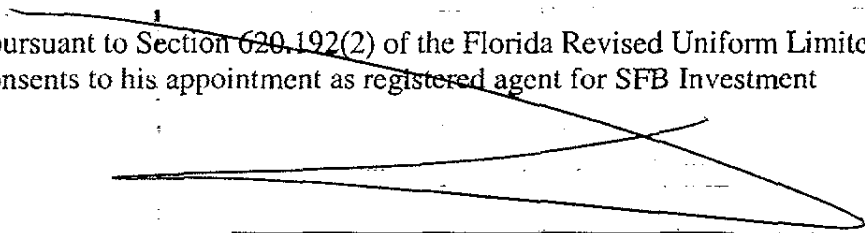
SFB MANAGEMENT COMPANY, LLC

By: 

Stephen F. Been, Manager

CONSENT OF REGISTERED AGENT

The undersigned, pursuant to Section 620.192(2) of the Florida Revised Uniform Limited Partnership Act, hereby consents to his appointment as registered agent for SFB Investment Company, LLLP.



Stephen F. Been

AFFIDAVIT

Pursuant to Section 620.108 of the Florida Revised Uniform Limited Partnership Act, the undersigned hereby delivers this affidavit stating that Stephen F. Been, the sole limited partner of SFB Investment Company, LLLP (the "Partnership"), has contributed \$99.90 to the Partnership in return for his limited partnership interest.

~~SFB MANAGEMENT COMPANY, LLC~~

By: 

Stephen F. Been, Manager