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J. BRYAN

APR 10 2008

EXAMINER



MORRIS, MANNING & MARTIN LLP
ATTORNEYS AT LAW

April 3, 2008

VIA FEDERAL EXPRESS

Florida Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

Re: Ginn-LA Tower & Tesoro Holdings Ltd., LLLP

Dear Sir/Madam:

Enclosed are the following documents to qualify the above-referenced entity in Florida:

1. Application by Foreign Limited Partnership for Authorization to Transact Business in Florida and Affidavit of Capital Contributions (original and one copy)
2. A check for \$1,000.00 to cover the qualification and designation of registered agent fees

Please return the filings in the envelope enclosed for your convenience.

If you have any questions, please give me a call at 404-504-5468. Thank you for handling these filings.

Very truly yours,

MORRIS, MANNING & MARTIN, LLP

Penny J. Farr
Paralegal
Enclosures

Penny J. Farr
404-504-5468
pjf@mmmlaw.com
www.mmmlaw.com

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COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Ginn-LA Tower & Tesoro Holdings Ltd., LLLP

(Name of Foreign Limited Partnership or Limited Liability Limited Partnership)

The enclosed application, certificate of status and fees are submitted to register a foreign limited partnership or limited liability limited partnership to transact business in Florida. Please return all correspondence concerning this matter to:

Penny J. Farr

(Contact Person)

Morris Manning & Martin, LLP

(Firm/Company)

3343 Peachtree Road, Suite 1600

(Address)

Atlanta, Georgia 30326

(City, State and Zip Code)

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For further information concerning this matter, please call:

Penny J. Farr

(Name of Contact Person)

at (404) 504-5468

(Area Code and Daytime Telephone Number)

Enclosed is a check for the following amount:

<input checked="" type="checkbox"/> \$1,000.00 Filing Fees (\$965 Filing Fee and \$35 Registered Agent Fee)	<input type="checkbox"/> \$1,008.75 Filing Fees and Certificate of Status	<input type="checkbox"/> \$1,052.50 Filing Fees and Certified Copy	<input type="checkbox"/> \$1,061.25 Filing Fee, Certified Copy, and Certificate of Status
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STREET ADDRESS:

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

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

**APPLICATION BY FOREIGN LIMITED PARTNERSHIP OR
LIMITED LIABILITY LIMITED PARTNERSHIP
TO TRANSACT BUSINESS IN FLORIDA**

1. Ginn-LA Tower & Tesoro Holdings Ltd., LLLP

(Name of Limited Partnership or Limited Liability Limited Partnership, which must include suffix)
Acceptable Limited Partnership suffixes: Limited Partnership, Limited, L.P., LP, or Ltd.
Acceptable Limited Liability Limited Partnership suffixes: Limited Liability Limited Partnership, L.L.L.P.
or LLLP.

(If name unavailable, name under which the limited partnership or limited liability limited partnership
proposes to register to transact business in Florida; must contain acceptable suffix.)

2. Georgia

(State or Country of Formation)

3. April 2, 2008

(Date of Formation)

4. Charles P. DeMartin, Esq.

(Name of Registered Agent for Service of Process)

5. 31 Lupi Court, Suite 130

(Florida street address for Registered Agent)

Palm Coast, Florida 32137-4761

6. 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 relative 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 of Registered Agent

7. 31 Lupi Court, Suite 130

(Principal office address)

Palm Coast, Florida 32137-4761

8. If limited partnership is a limited liability limited partnership, check box ☒

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9. 31 Lupi Court, Suite 130

(Mailing address)

Palm Coast, Florida 32137-4761

10. Name, principal office address, and mailing address of each general partner:

#M0800000/622
Ginn-Tower & Tesoro Holdings GP, LLC
(Name)

31 Lupi Court, Suite 130
(Street Address)
Palm Coast, Florida 32137-4761

(Mailing Address)

(Name)

(Street Address)

(Mailing Address)

(Name)

(Street Address)

(Mailing Address)

(Name)

(Street Address)

(Mailing Address)

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DIVISION OF CORPORATIONS

_____	_____
(Name)	(Street Address)

	(Mailing Address)

_____	_____
(Name)	(Street Address)

	(Mailing Address)

11. Effective date, if other than the date of filing: _____

(Effective date cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State.)

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12. Attached is a certificate of existence duly authenticated, not more than 90 days prior to the delivery of this application to the Florida Department of State, by the Secretary of State or other official having custody of the entity's records in the jurisdiction under the law of which it is organized.

Signed this 4th day of March, 20 08.

Signature of a general partner:

Ginn-Tower & Tesoro Holdings GP, LLC


 By: Robert F. Masters, Manager

Filing Fees:	\$1,000.00 (\$965 Filing Fee and \$35 Registered Agent Fee)
Certified Copy (optional):	\$52.50
Certificate of Status (optional):	\$8.75

Control No. 08027498

STATE OF GEORGIA

Secretary of State

Corporations Division
315 West Tower
#2 Martin Luther King, Jr. Dr.
Atlanta, Georgia 30334-1530

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CERTIFICATE OF EXISTENCE

I, Karen C Handel, Secretary of State and the Corporations Commissioner of the state of Georgia, hereby certify under the seal of my office that

GINN-LA TOWER & TESORO HOLDINGS LTD., LLLP

Domestic Limited Partnership

was formed or was authorized to transact business on 04/02/2008 in Georgia. 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.



WITNESS my hand and official seal of the City of Atlanta and the State of Georgia on 3rd day of April, 2008

Karen C Handel
Secretary of State