

Document Number Only  
**F95000003497**

C T CORPORATION SYSTEM  
Requestor's Name  
660 East Jefferson Street  
Address  
Tallahassee, Florida 32301  
City State Zip Phone  
904-222-1092  
**CORPORATION(S) NAME**

800001538178  
-07/14/95--01052--019  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

800001538178  
-07/14/95--01052--019  
\*\*\*\*\*52.50 \*\*\*\*\*52.50

800001538178  
-07/14/95--01052--019  
\*\*\*\*\*8.75 \*\*\*\*\*8.75

95-14256

TSGP I.

<input checked="" type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input type="checkbox"/> Merger
<input type="checkbox"/> NonProfit		
<input type="checkbox"/> Limited Liability Company	<input type="checkbox"/> Dissolution/Withdrawal	<input type="checkbox"/> Mark
<input checked="" type="checkbox"/> Foreign		
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> Reinstatement	<input type="checkbox"/> Reservation	<input type="checkbox"/> Change of R.A.
<input checked="" type="checkbox"/> Certified Copy	<input type="checkbox"/> Photo Copies	<input type="checkbox"/> Fictitious Name
		<input checked="" type="checkbox"/> CUS/G/S
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem	<input type="checkbox"/> After 4:30
<input checked="" type="checkbox"/> Walk In	<input type="checkbox"/> Will Wait	<input checked="" type="checkbox"/> Pick Up
<input type="checkbox"/> Mail Out		

Name
Availability
Document Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

3:00  
7-14-95

PLEASE RETURN EXTRA COPY(S)  
FILE STAMPED

95 JUL 20 PM 12:41  
TALLAHASSEE, FLORIDA  
FILED



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

July 14, 1995

CT SYSTEM

SUBJECT: TSGP, INC  
Ref. Number: W95000014256

We have received your document for TSGP, INC and your check(s) totaling \$131.25. However, the document has not been filed and is being retained in this office for the following:

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the CORPORATE SPECIALIST indicated.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6094.

Doug Dickinson  
Document Specialist

Letter Number: 795A00034002

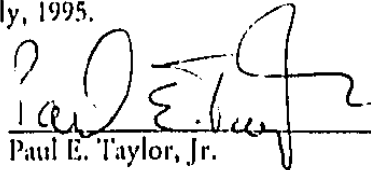
TSGP Inc.

**Action Taken By Unanimous Written Consent  
of the Board of Directors**

The undersigned Directors of TSGP Inc. (the "Company") acting without a meeting pursuant to Section 141 (f) of the Delaware General Corporation Law, hereby adopt the following resolution by unanimous written consent:

RESOLVED, that for purposes of transacting business in the State of Florida, the Company shall adopt and use the alternate name "Taylor Simpson General Partner Inc.".

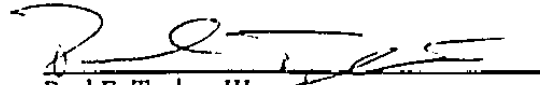
Witness our hands as of this 18th day of July, 1995.



Paul E. Taylor, Jr.  
Director and Co- Chairman of the Board



Kenneth H. Simpson  
Director and Co-Chairman of the Board



Paul E. Taylor, III  
Director and President

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

# APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS  
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE  
STATE OF FLORIDA:

1. TSGP Inc.  
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. Delaware  
(State or country under the law of which it is incorporated)
3. 13-3841020  
(FEI number, if applicable)
4. June 16, 1995  
(Date of Incorporation)
5. Perpetual  
(Duration: Year corp. will cease to exist or "perpetual")
6. Upon qualification  
(Date first transacted business in Florida. (See sections 607.1501, 607.1502 and 817.156, F.S.))
7. c/o The Taylor Simpson Group  
One Rockefeller Plaza (24th Floor)  
New York, NY 10020  
(Current mailing address)
8. Any lawful act or activity for which a corporation may be organized.  
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)
9. Name and street address of Florida registered agent:

Name: C T CORPORATION SYSTEM


Office Address: c/o C T Corporation System, 1200 South Pine Island Road

Plantation, Florida, 33324  
(Zip Code)

## 10. Registered agent acceptance:

*Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application. 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.*

C T CORPORATION SYSTEM

  
(Registered agent's signature) (Officer)

Richard P. Borovoy  
Assistant Secretary

(Type Name and Title of Officer)

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TALLAHASSEE, FLORIDA

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

12. Names and addresses of officers and/or directors:

A. DIRECTORS

Co-Chairman: Paul E. Taylor, Jr.

Address: c/o The Taylor Simpson Group  
One Rockefeller Plaza (24th Floor)  
New York, NY 10020

Co-Chairman: Kenneth H. Simpson, Jr.

Address: c/o The Taylor Simpson Group  
One Rockefeller Plaza (24th Floor)  
New York, NY 10020

Director: Paul E. Taylor, III

Address: c/o The Taylor Simpson Group  
One Rockefeller Plaza (24th Floor)  
New York, NY 10020

Director: \_\_\_\_\_

Address: \_\_\_\_\_

B. OFFICERS

President: Paul E. Taylor, III

Address: c/o The Taylor Simpson Group  
One Rockefeller Plaza (24th Floor)  
New York, NY 10020

Vice President: \_\_\_\_\_

Address: \_\_\_\_\_

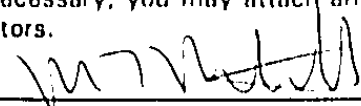
Secretary: Marquerite T. Mitchell

Address: c/o The Taylor Simpson Group  
One Rockefeller Plaza (24th Floor)  
New York, NY 10020

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TALLAHASSEE, FLORIDA

Treasurer Joseph S. Sambuco  
Address c/o The Taylor Simpson Group  
One Rockefeller Plaza (24th Floor)  
New York, NY 10020

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13.   
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)
14. Marquerite T. Mitchell, Secretary  
(Typed or printed name and capacity of person signing application)

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "TSGP INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWELFTH DAY OF JULY, A.D. 1995.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

FILED  
95 JUL 20 PM 12:41  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



*Edward J. Freel*  
Edward J. Freel, Secretary of State

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AUTHENTICATION

DATE

7570857

07-12-95