

Document Number Only

F 97000006240

C T Corporation System

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301

City

State

Zip

Phone

CORPORATION(S) NAME

300002356713--1

-11/25/97-01045-017  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

L: B Holdings, Inc.

dlbia Texas L: B Holdings, Inc.

☒ Profit

☐ NonProfit

☐ Limited Liability Company

☒ Foreign

☐ Amendment

☐ Merger

☐ Dissolution/Withdrawal

☐ Mark

☐ Limited Partnership

☐ Annual Report

☐ Other

☐ Reinstatement

☐ Reservation

☐ Change of R.A. Name

☐ Limited Liability Partnership

☐ Fictitious Name

☐ Certified Copy

☐ Photo Copies

☐ CUS

☐ Call When Ready

☐ Call if Problem

☐ After 4:30

☒ Walk In

☐ Will Wait

☒ Pick Up

☐ Mail Out

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Name  
Availability

Document  
Examiner

Updater

Verifier

Acknowledgment

W.P. Verifier

11/25

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CERTIFIED COPY OF RESOLUTION

CORPORATION ADOPTING A FICTITIOUS NAME  
FOR USE IN THE STATE OF FLORIDA

I, THE UNDERSIGNED, JOSEPH W. DINGMAN, EXECUTIVE VICE PRESIDENT AND SECRETARY OF L&B HOLDINGS, INC., DO HEREBY CERTIFY THAT THE FOLLOWING IS A TRUE, COMPLETE AND CORRECT COPY OF A RESOLUTION OF THE BOARD OF DIRECTORS OF L&B HOLDINGS, INC. CORPORATION DULY ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, WHICH RESOLUTION WAS DULY ADOPTED BY UNANIMOUS WRITTEN CONSENT OF THE BOARD OF DIRECTORS IN LIEU OF SPECIAL MEETING, EFFECTIVE NOVEMBER 19, 1997, AND IS SET FORTH IN THE MINUTES AND RECORDS OF THIS CORPORATION; AND THAT THE SAID RESOLUTION HAS NOT BEEN RESCINDED OR MODIFIED:

"RESOLVED THAT L&B HOLDINGS, INC., ORGANIZED AND EXISTING IN THE STATE OF DELAWARE, HEREBY ADOPTS THE NAME TEXAS L&B HOLDINGS, FOR USE IN THE STATE OF FLORIDA FOR ALL PURPOSES; AND FURTHER RESOLVED THAT THE OFFICERS OF THE CORPORATION ARE AUTHORIZED AND DIRECTED TO TAKE ALL STEPS THAT THEY DEEM NECESSARY AND APPROPRIATE TO QUALIFY THE CORPORATION TO DO BUSINESS WITHIN THE STATE OF FLORIDA UNDER THE NAME OF TEXAS L&B HOLDINGS; AND RESOLVED FURTHER THAT ALL ACTIVITIES AND BUSINESS OF THE CORPORATION WITHIN THE STATE OF FLORIDA SHALL BE CARRIED OUT UNDER THE NAME TEXAS L&B HOLDINGS, INC.

IN WITNESS WHEREOF, I HAVE HEREUNTO SUBSCRIBED MY NAME AND AFFIXED THE SEAL OF SAID CORPORATION, ON THIS THE 19TH DAY OF NOVEMBER, 1997.

  
Joseph W. Dingman, Executive Vice  
President and Secretary

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**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION  
TO 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. L & B HOLDINGS, 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. 75-2611981

(FEI number, if applicable)

4. June 22, 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. 8750 N. Central Expressway, Ste. 800, Dallas, Texas 75231

(Current mailing address)

8. Exercising the powers and duties of a general partner.

(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 obligation of my position as registered agent.

C T Corporation System

Randy A. Shelley

(Registered agent's signature) (Officer)

Randy A. Shelley, Asst. Secy

(Type Name and Title of Officer)

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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

Chairman: \_\_\_\_\_

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

Vice Chairman: \_\_\_\_\_

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

Director: See attached list of directors

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

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

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

B. OFFICERS

President: G. Andrew Smith

Address: 8750 N. Central Expressway, Ste. 800  
Dallas, Texas 75231

Vice President: Mark V. Welch

Address: 8750 N. Central Expressway, Ste. 800  
Dallas, Texas 75231

Secretary: Joseph W. Dingman

Address: 8750 N. Central Expressway, Ste. 800  
Dallas, Texas 75231

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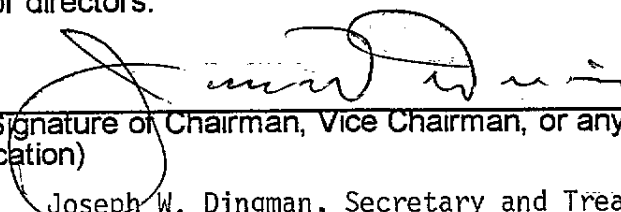
Treasurer: Joseph W. Dingman

Address: 8750 N. Central Expressway, Ste. 800

Dallas, Texas 75231

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.

Joseph W. Dingman, Secretary and Treasurer  
(Typed or printed name and capacity of person signing application)

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Appendix to Florida  
Application by Fgn. Corp. for Authorization to Transact Business in Florida

**Directors of  
L & B HOLDINGS, INC.**

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1. G. Andrew Smith  
8750 N. Central Expressway, Ste. 800  
Dallas, Texas 75231
2. Mark R. Gerigk  
8750 N. Central Expressway, Ste. 800  
Dallas, Texas 75231
3. Joseph W. Dingman  
8750 N. Central Expressway, Ste. 800  
Dallas, Texas 75231
4. Mark V. Welch  
8750 N. Central Expressway, Ste. 800  
Dallas, Texas 75231

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*State of Delaware*  
*Office of the Secretary of State*

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PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "L&B HOLDINGS, 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 TWENTY-FOURTH DAY OF NOVEMBER, A.D. 1997.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

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*Edward J. Freel*

Edward J. Freel, Secretary of State

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AUTHENTICATION:

DATE:

8774165

11-24-97