

**FELD
HYDE
LYLE
WERTHEIMER &
BRYANT, P.C.**
ATTORNEYS AT LAW

March 1, 2000

Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

300003159038--5
-03/06/00--01136--004
***125.00 ***125.00

Re: Elliott Properties, LLC; Our File No. 20424/002

Dear Sir or Madam:


In connection with the qualification of Elliott Properties, LLC to do business in Florida, please find enclosed the following documents to be filed with your office:

- Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida
- Certificate of Designation of Registered Agent/Registered Office

Please also find enclosed a check in the amount of One Hundred Twenty Five Dollars and no/100 (\$125.00) for the filing fees. Once these documents have been filed, please forward the letter of acknowledgment to me via the enclosed self-addressed envelope.

If you have any questions, or if I can provide you with any additional information, please do not hesitate to contact me.

Very truly yours,


John F. Lyle III
FOR THE FIRM

00 JUL -3 PM 2: 26
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JFL/kds

cc: Gregory D. Hyde, Esq. (w/o encl)
Benny E. Chambliss, CPA (w/o encl)

Louis B. Feld^T
Gregory D. Hyde^{**T}
John F. Lyle III^{***T}
Leonard Wertheimer III
William J. Bryant^T
J. Fred Kingren

Robert T. Gardner^{T,RP}
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Allison T. Craft^T
T. Craig Williams^T
James J. Coomes^T

Allison P. Smith
Staff Attorney

E. Kirk Wood*
Of Counsel

*also admitted in Florida
**also admitted in Georgia
***Louisiana Board Certified
Tax Attorney
^TLL.M. in Taxation
^{RP}LL.M. in Estate Planning

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92



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

March 15, 2000

JOHN F. LYLE III
FELD HYDE LYLE WERTHEIMER & BRYANT PC
2000 SOUTH BRIDGE PARKWAY SUITE 500
BIRMINGHAM, AL 35209

SUBJECT: ELLIOTT PROPERTIES, LLC
Ref. Number: W00000006860

We have received your document for ELLIOTT PROPERTIES, LLC and your check(s) totaling \$125.00. However, the document has not been filed and is being retained in this office for the following:

Pursuant to section 607.1502(4), 617.1502(4) or 608.502(4), Florida Statutes, this office collects a civil penalty of \$1000 for each year this entity transacted business or conducted its affairs in Florida prior to qualification and the appropriate annual report/uniform business report fees that would have been due this office had the entity qualified the year it began operations in this state. The amount due this office to cover both annual report/uniform business report and penalty fees is \$1050.00.

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 (850) 487-6043.

Shawn Logan
Document Specialist

Letter Number: 100A00014271

FILED
00 JUL -3 PM 2:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF ALABAMA)

JEFFERSON COUNTY)

AFFIDAVIT

BEFORE ME, a Notary Public in and for said County and said State personally appeared Howard C. Elliott, Jr. (the "Affiant"), who is known to me and who, being by me first duly sworn, deposes on oath and says as follows:

1. The Affiant is an Operating Manager of Elliott Properties, LLC.
2. The date Elliott Properties, LLC first transacted business in Florida was January 1, 2000.

FURTHER, this Affiant saith not.

Howard C. Elliott, Jr.

 Howard C. Elliott, Jr.

SWORN and SUBSCRIBED TO before me
 this 19th day of May, 2000.

Sherry J. Martin

 Notary Public

My Commission Expires: **NOTARY PUBLIC STATE OF ALABAMA AT LARGE
 MY COMMISSION EXPIRES: Dec 6, 2003
 BONDED TO THE NOTARY PUBLIC UNDERWRITERS**

FILED
 00 JUL -3 PM 2:27
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

This instrument prepared by:
 T. Craig Williams, Esq.
 Feld, Hyde, Lyle, Wertheimer & Bryant, P.C.
 2000 SouthBridge Parkway, Suite 500
 Birmingham, Alabama 35209

STATE OF ALABAMA)

JEFFERSON COUNTY)

AFFIDAVIT

BEFORE ME, a Notary Public in and for said County and said State personally appeared Claire B. Elliott (the "Affiant"), who is known to me and who, being by me first duly sworn, deposes on oath and says as follows:

1. The Affiant is an Operating Manager of Elliott Properties, LLC.
2. The date Elliott Properties, LLC first transacted business in Florida was January 1, 2000.

FURTHER, this Affiant saith not.

Claire B. Elliott

 Claire B. Elliott

SWORN and SUBSCRIBED TO before me
 this 19th day of MAY, 2000.

Sharon Bentley

 Notary Public NOTARY PUBLIC STATE AT LARGE
 MY COMMISSION EXPIRES APRIL 17, 2003
 My Commission Expires: _____ BONDED THRU NOTARY PUBLIC UNDERWRITERS

This instrument prepared by:
 T. Craig Williams, Esq.
 Feld, Hyde, Lyle, Wertheimer & Bryant, P.C.
 2000 SouthBridge Parkway, Suite 500
 Birmingham, Alabama 35209

FILED
 00 JUL -3 PM 2: 27
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO
TRANSACTION 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. Elliott Properties, LLC
(Name of foreign limited liability company)

2. Alabama 3. 63-121226
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. November 4, 1998 5. December 31, 2048
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")

6. January 1, 1999
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))

7. 4260 Sharpsburg Drive
Birmingham, Alabama 35213
(Street address of principal office)

8. If limited liability company is a manager-managed company, check here

9. The usual business addresses of the managing members or managers are as follows:

<u>Howard C. Elliott, Jr.</u>	<u>Claire B. Elliott</u>
<u>4260 Sharpsburg Drive</u>	<u>4260 Sharpsburg Drive</u>
<u>Birmingham, Alabama 35213</u>	<u>Birmingham, Alabama 35213</u>

10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

11. Nature of business or purposes to be conducted or promoted in Florida: To own and manage real estate and investments and engage in any lawful business in the state of Florida.

Howard C Elliott Jr
Signature of a member or an authorized representative of a member.
(In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)
Howard C. Elliott, Jr.
Typed or printed name of signee

FILED
DO JUL -3 PM 2:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES,
THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING
STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE
STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

Elliott Properties, LLC

2. The name and the Florida street address of the registered agent and office are:

Howard C. Elliott, Jr.

(Name)

1481 Alabama Street

Florida street address (P.O. Box **NOT** ACCEPTABLE)

Navarre Beach FL 32566

City/State/Zip

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 as provided for in Chapter 608, F.S..

Howard C. Elliott Jr.

(Signature)

\$ 100.00	Filing Fee for Application
\$ 25.00	Designation of Registered Agent
\$ 30.00	Certified Copy (optional)
\$ 5.00	Certificate of Status (optional)

FILED
00 JUL -3 PM 2: 27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF ALABAMA

I, Jim Bennett, Secretary of State of the State of Alabama, having custody of the Great and Principal Seal of said State, do hereby certify that

the domestic corporate records on file in this office disclose that Elliott Properties, LLC organized in the office of the Judge of Probate of Jefferson County on November 4, 1998. I further certify that the records do not disclose that said Elliott Properties, LLC has been dissolved.



In Testimony Whereof, I have hereunto set my hand and affixed the Great Seal of the State, at the Capitol, in the City of Montgomery, on this day.

February 14, 2000

Date

A handwritten signature in cursive script that reads 'Jim Bennett'.

Jim Bennett

Secretary of State