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August 15, 2000

KATHLEEN A. NAGGS ROBERT A. PONTON, JR. KEVIN A. PRAKKE DONALD R. REYNOLDS LARRY E. ROBBINS J. KEMP SHERRON, III GRADY L. SHIELDS ERIC R. SPENCE CHARLOTTE L. TART BENJAMIN N. THOMPSON L. DIANE TINDALL ERIC A. VERNON R. SHAWN WELLONS LEE M. WHITMAN ANTHONY L. WILLIAMS ALAN E. WROBEL JAMES M. YATES, JR.

OF COUNSEL

ALEXANDER M. DONALDSON JOSEPH H. NANNEY, JR. SAMUEL T. WYRICK, III

JOHN C. BRYCE (1954-1992)

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Florida Secretary of State Qualification/Tax Lien Section Division of Corporations P.O. Box 6327 Tallahassee, FL 32314

RE: JSA Ventures LLC

Dear Sir or Madam:

We would like to register the above-named limited liability company to transact business in the state of Florida. Therefore, enclosed please find:

- 1. Application for Authorization to Transact Business in Florida
- 2. Certificate of Designation of Registered Agent
- 3. Certificate of Existence
- 4. Check in the amount of \$125.00 representing the filing fee.

Please file the enclosed application at your earliest opportunity and return a sample copy to the undersigned as confirmation that the application has been accepted and filed to the undersigned as confirmation that the application has been accepted and filed to the undersigned as confirmation that the application has been accepted and filed to the undersigned as confirmation that the application has been accepted and filed to the undersigned as confirmation that the application has been accepted and filed to the undersigned as confirmation that the application has been accepted and filed to the undersigned as confirmation that the application has been accepted and filed to the undersigned to the undersigned as confirmation that the application has been accepted and filed to the undersigned to the undersigned to the undersigned as confirmation that the application has been accepted and filed to the undersigned to

mta 8/24 Florida Secretary of State August 15, 2000 Page 2

Thank you for your prompt attention to this request. If you have any questions, please do not hesitate to contact me.

Very truly yours,

WYRICK ROBBINS YATES & PONTON LLP

Maureen P. Greenlee Corporate Paralegal

Enclosures

cc: James M. Yates, Jr., Esq. Benjamin N. Thompson, Esq.

FILLEU

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SECRETARY OF STATE
FILMSCOFF FILMBIA

APPLICATION BY A FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREGIN LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

- The name of the foreign limited liability company is JSA Ventures LLC.
- 2. The jurisdiction under the law of which the foreign limited liability company is organized is: North Carolina.
- 3. Federal Employee Identification Number is <u>56-2208089</u>
- 4. The date of organization is July 21, 2000.
- The duration of the limited liability company is Perpetual.
- 6. The date the limited liability company first transacted business in Florida: The limited liability company has not commenced business in Florida. (See §608.501, 608.502 and 817.155, F.S.)
- 7. The street address of the principal office is:

557 Johnson Road Coats, NC 27521

- 8. If the limited liability company is a manager-managed company, check here
- 9. The usual business addresses of the managing members or managers are as Tollows

557 Johnson Road Coats, NC 27521

- 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. The nature of business or purposes to be conducted or promoted in Florida: purchase, sell, own or lease real property.

JSA Ventures LLC

By: John Aldridge Manager

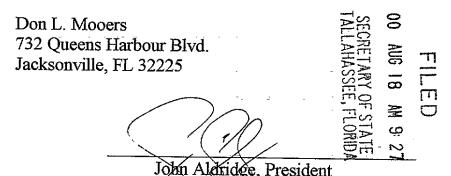
(In accordance with section 608.408(3), F.S. the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true)

JSA VENTURES, LLC

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 IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT IN THE STATE OF FLORIDA.

- 1. The name of the limited liability company is JSA Ventures, LLC.
- 2. The name and address of the registered agent and registered office is:



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 I accept the obligations of my position as registered agent.

Date: August 11, 2000

Don L. Mooers, Registered Agent



Department of The Secretary of State

CERTIFICATE OF EXISTENCE (Limited Liability Company)

I, ELAINE F. MARSHALL, Secretary of State of the State of North Carolina, do hereby certify that

JSA VENTURES LLC

is a limited liability company duly formed under the laws of the State of North Carolina, having been formed on the 21st day of July, 2000 with its period a duration ending Perpetual.

I FURTHER certify that the said limited liability company's affices of organization are not suspended for failure to comply with the Revenue Act of the State of North Carolina; that the said limited liability company is not administratively dissolved for failure to comply with the provisions of North Carolina Limited Liability Company Act; and that the said limited liability company has not filed articles of dissolution as of this date of this certificate.



IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at the City of Raleigh, this 2nd day of August, 2000.

Elaine J. Marshall

Secretary of State