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MAIL TO:
POST OFFICE BOX 1831
PENSACOLA, FLORIDA 32598-1831

November 10, 2000

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VIA FEDERAL EXPRESS

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: **Head Companies, L.L.C.**

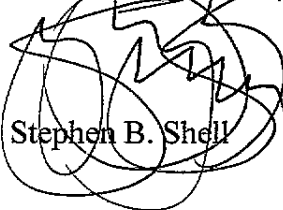
Ladies and Gentlemen:

Enclosed please find an Application by Foreign Limited Liability Company to be filed for authorization of Head Companies, L.L.C. to transact business in the State of Florida, a current sealed certificate of existence from the Alabama Secretary of State, Certificate of Designation of Registered Agent/Registered Office and our check in the amount of \$125.00 for the filing fee.

If you have any questions or I can provide you with further information, please advise.
Thank you for your assistance in this matter.

Very truly yours,

SHELL, FLEMING, DAVIS & MENGE


Stephen B. Shell

SBS:pjh
Enclosures
B1612.24808

M00-2361
JK

FILED
NOV 13 PM 5:00
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 TRANSACTION BUSINESS IN THE STATE OF FLORIDA:

1. Head Companies, L.L.C.
(Name of foreign limited liability company)
2. Alabama 3. 63-1110057
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)
4. December 20, 1993 5. 50 years
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")
6. December 1, 2000
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 18300 Scenic Highway 98, Point Clear Place, Suite B
Point Clear, Alabama 36564
(Street address of principal office)

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

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

David H. Head

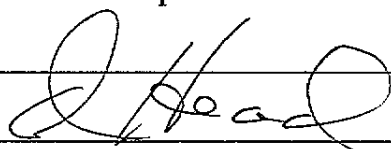
18300 Scenic Highway 98, Point Clear Place, Suite B

Point Clear, Alabama 36564

FILED
09 NOV 13 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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: project management



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.)

David H. Head

Typed or printed name of signee

**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:

Head Companies, L.L.C.

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

Stephen B. Shell

(Name)

226 Palafox Place, Ninth Floor

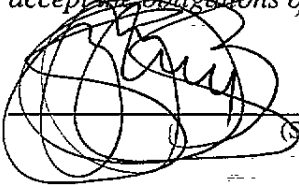
Florida street address (P.O. Box **NOT** ACCEPTABLE)

Pensacola, FL 32501

City/State/Zip

FILED
NOV 13 PM 5:00
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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..



(Signature)

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

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 Head Companies, L.L.C. organized in the office of the Judge of Probate of Baldwin County on December 30, 1993. I further certify that the records do not disclose that said Head Companies, L.L.C. 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.

November 6, 2000

Date

A handwritten signature in dark ink, appearing to read 'Jim Bennett', is written over a horizontal line.

Jim Bennett

Secretary of State