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AJT

A. JEFFREY TOMASSETTI

Attorney at Law

Telephone
(904) 261-1833

January 31, 2001

406 Ash Street
Post Office Box 1443
Fernandina Beach, FL
32035-1443

Diane Cushing
Corporate Specialist
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

RE: Fields Clark Holdings, L.L.C.

Dear Sir or Madam:

Enclosed please find the Application by Foreign Limited Liability Company for
Authorization to Transact Business in Florida, along with the original Certificate of
Existence from the State of Delaware.

Also enclosed is a check in the amount of \$130.00 for the filing registration fee,
Designation of Registered Agent, and a certificate of status.

If you have any questions or need further information, please call me.

Sincerely,

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Gail Cope
Gail Cope
Legal Assistant

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**APPLICATION BY 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 FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. Fields Clark Holdings, L.L.C.
(Name of foreign limited liability company)
2. Delaware
(Jurisdiction under the law of which foreign limited liability company is organized)
3. N/A
(FEI number, if applicable)
4. January 23, 2001
(Date of Organization)
5. Perpetual
(Duration: Year limited liability company will cease to exist or "perpetual")
6. January 31, 2001
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 3900 N. Croatan Highway, Kitty Hawk, NC 27949
(Street address of principal office)

FILED
01 FEB -5 AM 11:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

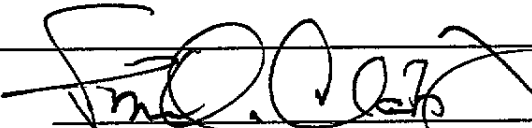
8. If limited liability company is a manager-managed company, check here ☒
9. The name and usual business addresses of the managing members or managers are as follows:

Furman O. Clark, Jr. 3900 N. Croatan Highway, Kitty Hawk, NC 27949

William J. Fields 3900 N. Croatan Highway, Kitty Hawk, NC 27949

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: For all legal purposes.


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.)

Furman O. Clark, Jr.
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:

Fields Clark Holdings, L.L.C.

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

A. Jeffrey Tomassetti
(Name)


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

Fernandina Beach FL 32034
City/State/Zip

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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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 Delaware
Office of the Secretary of State

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I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "FIELDS CLARK HOLDINGS, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-THIRD DAY OF JANUARY, A.D. 2001.

FILED
01 FEB -5 AM 11:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 0929917

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DATE: 01-23-01