

M02000002627



ACCOUNT NO. : 072100000032

REFERENCE : 871717 4612384

AUTHORIZATION :

COST LIMIT : \$ 285.00

Patricia Pizut

ORDER DATE : June 26, 1998

ORDER TIME : 2:52 PM

ORDER NO. : 871717-040

CM

CUSTOMER NO: 4612384

CUSTOMER: Robin Broughton, Legal Asst
Mcguire Woods Battle & Boothe
One James Center
901 East Cary St
Richmond, VA 23219

400002579654--7

FILED
90 JUL -2 AM 9:44
TALLAHASSEE, FLORIDA

FOREIGN FILINGS

NAME: GRAY HOLDINGS, LLC

XXXX QUALIFICATION (TYPE: LL)

⑦

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Brenda Phillips

DIVISION OF CORPORATION
90 JUL -2 PM 3:24

**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. Gray Holdings, LLC

(Name of foreign limited liability company must end with the words "limited company" or their abbreviation
"L.C." if not so contained in the name at present. Please note: "L.L.C." is not an acceptable suffix in Florida.)

2. Virginia

(Jurisdiction under the law of which foreign limited liability
company is organized)

3. 54-1872713

(FEI number, if applicable)

4. 11/12/97

(Date of Organization)

5. Perpetual

(Duration: Year limited liability company will
cease to exist or "perpetual")

6. January 1, 1998

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

7. Riverfront Plaza, East Tower, 951 East Byrd Street, Suite 910

Richmond, Virginia 23219

(Street address of principal office)

8. List name, title, and business address of each managing member[MGRM] or manager[MGR] who
will manage the foreign limited liability company in Florida: (attach additional page if necessary)

NAME & ADDRESS:

TITLE:

NAME & ADDRESS:

TITLE:

See Attached Exhibit A

FILED
98 JUL -2 AM 9:14
TALLAHASSEE, FLORIDA

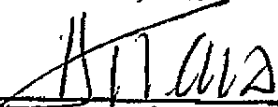
**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN
LIMITED LIABILITY COMPANY**

FILED
JUL -2 AM 9:44
CLERK OF COURT
TALLAHASSEE, FLORIDA

The undersigned member or authorized representative of a member of Gray Holdings, LLC
deposes and says:

- ~~1) the above named limited liability company has at least two members~~
- 2) the total amount of cash contributed by the member(s) is \$ 1,221,855.34
- 3) if any, the agreed value of property other than cash contributed by member(s) is
\$ 45,581,962.13. A description of the property is attached and made a part hereto.
- 4) the total amount of cash or property anticipated to be contributed by member(s) is
\$ 46,803,817.47 This total includes amounts from 2 and 3 above.

GRAY HOLDINGS, LLC



Signature of a member or authorized representative of a member.
(In accordance with section 608.408(3), Florida Statutes, the execution of this affidavit
constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

**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, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, 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: GRAY HOLDINGS, LLC

2. The name and address of the registered agent and office is:

Corporation Service Company

(Name)

1201 Hays Street

(P.O. Box not acceptable)

Tallahassee, Florida 32301

(City/State/Zip)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 JUL -2 AM 9:44

FILED

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.

By: Karen B. Rozar

(Signature)

Karen B. Rozar, As Its Agent

7/2/98

(Date)

EXHIBIT A

Name	Address	Title
Charles F. Duff	10 Lockhart Circle Fredericksburg, VA 22401	Manager
Bruce B. Gray	Riverfront Plaza, East Tower 951 E. Byrd Street, Suite 910 Richmond, VA 23219	Manager
Elmon T. Gray	Riverfront Plaza, East Tower 951 E. Byrd Street, Suite 910 Richmond, VA 23219	Manager
Garland Gray II	Riverfront Plaza, East Tower 951 E. Byrd Street, Suite 910 Richmond, VA 23219	Manager
Horace A. Gray, III	Riverfront Plaza, East Tower 951 E. Byrd Street, Suite 910 Richmond, VA 23219	Manager
Lawrence L. Gray	Wheat First Union 901 East Byrd Street Richmond, VA 23219	Manager
Wallace Stettinius	206 Dryden Lane Richmond, VA 23229	Manager
W. Gray Stettinius	105 Adingham Court Richmond, VA 23229	Manager
Thomas H. Tullidge	P. O. Box 1408 Tappahannock, VA 22560	Manager
Thomas H. Tullidge, Jr.	Wheat First Union 901 East Byrd Street Richmond, VA 23219	Manager

FILED
98 JUL -2 AM 9:44
FEDERAL BUREAU OF INVESTIGATION
JUL 2 1998
FBI - RICHMOND

Commonwealth of Virginia



State Corporation Commission

I Certify the Following from the Records of the Commission:

a Virginia Limited Liability Company certificate was filed in this office on November 12, 1997 by GRAY HOLDINGS, LLC.

a certificate of cancellation has not been filed in this office by GRAY HOLDINGS, LLC.

Nothing more is hereby certified.

FILED
98 JUL -2 AM 9:45
TALLAHASSEE, FLORIDA



CIS20505

Signed and Sealed at Richmond
on this Date: June 29, 1998

William J. Bridge

William J. Bridge, Clerk of the Commission