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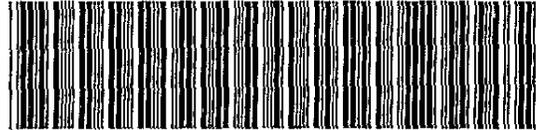
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December 2, 2003

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

Re: MTSL Holdings, LLC (the "Company"), Application by Foreign Limited
Liability Company for Authorization to Transact Business in Florida

Dear Sir or Madam:

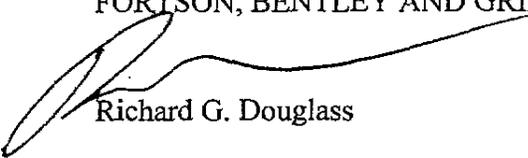
The enclosed original and conformed copy of Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida, Certificate of Existence, and check in the amount of \$160.00, are being filed on behalf of the Company to register the Company to transact business in Florida. Please return all correspondence concerning this matter to the following:

Richard G. Douglass
Fortson, Bentley and Griffin, P.A.
P.O. Box 1744
Athens, Georgia 30603

Thank you for your assistance with this matter. For further information, please call Richard G. Douglass at (706) 548-1151.

Very truly yours,

FORTSON, BENTLEY AND GRIFFIN, P.A.


Richard G. Douglass

RGD/mlc
Enclosures

**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. MTSL Holdings, LLC
(Name of foreign limited liability company)

2. Georgia 3. N/A
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. 10/24/2003 5. Perpetual
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")

6. Will begin upon receipt of Authorization.
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.)

7. 1040 Founder's Boulevard, Suite 100
Athens, Georgia 30606
(Street address of principal office)

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

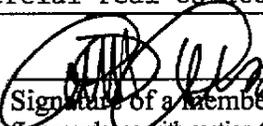
9. The name and usual business addresses of the managing members or managers are as follows:

Zachary W. McLeroy, 1040 Founder's Blvd., Suite 100, Athens, GA 30606

Tony D. Townley, 1040 Founder's Blvd., Suite 100, Athens, GA 30606

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: purchase, leasing and sale of commercial real estate.

 MEMBER
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.)

Tony D. Townley

Typed or printed name of signee

08 DEC -9 PM 12:08
FILED
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:

MTSL Holdings, LLC

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

C T Corporation System

(Name)

c/o C T Corporation System, 1200 South Pine Island Road

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

Plantation,

FL

33324

(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.

C T Corporation System

By: 

(Signature)

RACHEL T. HAYES

ASSISTANT SECRETARY

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

Secretary of State

Corporations Division

315 West Tower

#2 Martin Luther King, Jr. Dr.

Atlanta, Georgia 30334-1530

CONTROL NUMBER : 0358391
DATE INC/AUTH/FILED: 10/24/2003
JURISDICTION : GEORGIA
PRINT DATE : 12/01/2003
FORM NUMBER : 211

FORTSON, BENTLEY AND GRIFFIN, P.A.
KATHY HARDMAN
P. O. BOX 1744
ATHENS, GA 30603-1744

CERTIFICATE OF EXISTENCE

I, Cathy Cox, the Secretary of State of the State of Georgia, do hereby certify under the seal of my office that as of the above print date

MTSL HOLDINGS, LLC
A GEORGIA LIMITED LIABILITY COMPANY

is in compliance with the applicable filing and annual registration provisions of Title 14 of the Official Code of Georgia Annotated.

Said entity was formed in the jurisdiction stated above or was authorized to transact business in Georgia on the above date, and has not filed articles of dissolution, certificate of cancellation or any other similar document with the Office of the Secretary of State.

This certificate relates only to the legal existence of the above-named entity as of the print date above. It does not certify whether or not a notice of intent to dissolve, an application for withdrawal, a statement of commencement of winding up or any other similar document, has been filed or is pending with the Secretary of State.

This information is electronically transmitted, issued and certified in accordance with the Georgia Electronic Records and Signatures Act and Title 14 of the Official Code of Georgia Annotated and is prima-facie evidence that said entity is in existence or is authorized to transact business in this state.

20031201212403176



Cathy Cox
Secretary of State