

M 05000005897

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

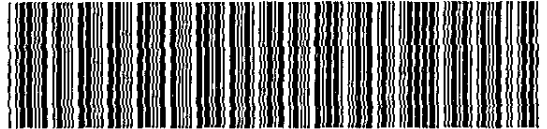
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RECEIVED
05 OCT 20 AM 11:40
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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05 OCT 20 PM 3:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CT CORPORATION

October 20, 2005

Department of State, Florida
Clifton Building
2611 Executive Center Circle
Tallahassee FL 32301

FILED
05 OCT 20 PM 3:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: Order #: 6479650 SO
Customer Reference 1:
Customer Reference 2:

Dear Department of State, Florida:

Please obtain the following:

Ginn-Rio GP, LLC (GA)
Registration
Florida

Enclosed please find a check for the requisite fees. Please return document(s) to the attention of the undersigned.

If for any reason the enclosed cannot be processed upon receipt, please contact the undersigned immediately at (850) 222-1092. Thank you very much for your help.

Sincerely,

Dewi Wilson
Fulfillment Specialist
dewi.wilson@wolterskluwer.com

1203 Governor's Square Blvd.
Tallahassee, FL 32301-2960
Tel. 850 222 1092
Fax 850 222 7515

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Ginn-Rio GP, LLC
(Name of Limited Liability Company)

The enclosed "Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida," Certificate of Existence, and check are submitted to register the above referenced foreign limited liability company to transact business in Florida..

Please return all correspondence concerning this matter to the following:

Penny Farr
(Name of Person)

Morris Manning & Martin, LLC
(Firm/Company)

3343 Peachtree Road, Ste 1600
(Address)

Atlanta, Georgia 30326
(City/State and Zip Code)

For further information concerning this matter, please call:

Penny Farr at (404) 504-5468
(Name of Person) (Area Code & Daytime Telephone Number)

STREET ADDRESS:
Registration Section
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

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

Enclosed is a check for the following amount:

- \$125.00 Filing Fee \$130.00 Filing Fee & Certificate of Status \$155.00 Filing Fee & Certified Copy \$160.00 Filing Fee, Certificate of Status & Certified Copy

FILED
05 OCT 20 PM 3:01
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 TRANSACTIONS BUSINESS IN THE STATE OF FLORIDA:

1. Ginn-Rio GP, LLC
(Name of Foreign Limited Liability Company)

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

3. 74-3144913
(FEI number, if applicable)

4. 4/26/2005
(Date of Organization)

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

6. Upon qualification
(Date first transacted business in Florida, if prior to registration.)
(See sections 608.501 & 608.502 F.S. to determine penalty liability)

7. 215 Celebration Place, Ste. 200
Celebration, FL 34747
(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:
Robert F. Masters
One Hammock Beach Parkway
Palm Coast, FL 32137

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: any and all lawful
business not specifically prohibited to profit LLC's under the laws of the state of Florida

Penny J. Farr
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.)
Penny J. Farr
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:

Ginn-Rio GP, LLC

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

CT Corporation System

(Name)

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, Florida Statutes.

CONNIE BRYAN
SPECIAL ASSISTANT SECRETARY

Connie Bryan
(Signature)

\$ 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 : 0526382
DATE INC/AUTH/FILED: 04/26/2005
JURISDICTION : GEORGIA
PRINT DATE : 10/18/2005
FORM NUMBER : 211

MORRIS, MANNING & MARTIN
PENNY FARR
1600 ATLANTA FINANCIAL, 3343 PEACHTREE ROAD
ATLANTA, GA 30326

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

GINN-RIO GP, 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.

20051018195105916



Cathy Cox
Secretary of State