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W. R. FAIRCHILD CONSTRUCTION CO., LTD.

"PILE DRIVING • OUR SPECIALTY"

P.O. BOX 15909 • HATTIESBURG, MS 39404-5909
(601) 544-1151

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 JAN 15 PM 2: 54

December 30, 1996

Florida Dept. of State
Division of Corporations
P.O. Box 6327
Tallahassee, Fl, 32314

200002052122--3
-01/09/97--01030--001
****140.00 ****140.00

Attention: Kenny Manning

Ms Manning:

I have enclosed the forms sent to my office for the cancellation of a limited partnership and registration as a limited liability company. ~~The certificate of existence is being sent to your attention by the Mississippi Secretary of State's office and should arrive within a couple of days.~~ In regards to our registered agent, James E. Baker of Fairchild-Florida Inc. will continue to serve in this capacity. I have sent him a copy of the form that was included in my package and he will forward it to your attention. If you require additional information or have any questions please contact me at your convenience.

Sincerely,

Tony Wheat

Tony Wheat
Controller

W97-538

Name	KWM
A	
D	KWM
E	
U	Kvvl
Updater	KWM
Ver	
ent	KWM
W	KWM

C. TAX _____
FILING. 105.00
R. AGENT FEE 35.00
C. COPY _____
TOTAL 140.00
N. BANK _____
BALANCE DUE _____
REFUND _____

115
1030



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 9, 1997

W. R. FAIRCHILD CONSTRUCTION CO., LTD.
ATTN: TONY WHEAT
P. O. BOX 15909
HATTIESBURG, MS 39404-5909

SUBJECT: W.R. FAIRCHILD CONSTRUCTION CO., LLC
Ref. Number: W97000000538

We have received your document for W.R. FAIRCHILD CONSTRUCTION CO., LLC and your check(s) totaling \$140.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The jurisdiction under the laws of which the entity is incorporated or organized must be included in the document.

The entity's period of duration must be listed on the application. Please insert the word "perpetual", if a specific date of dissolution or term of existence has not been specified.

The affidavit must set forth the amount of the cash and a description and the agreed value of property other than cash contributed by the members, and the amount anticipated to be contributed by the members.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6967.

Kenny Manning
Corporate Specialist

Letter Number: 197A00001121

**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:

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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1. W. R. Fairchild Construction Company, 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.)
2. Mississippi 3. 64-0328283
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)
4. October 19, 1995 5. perpetual
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")
6. February 16, 1996
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. Highway 49 N. Hattiesburg, MS. 39402

(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:
Wiley Fairchild 100 Fairlane Drive Hattiesburg, MS. 39401	MGRM		
Mark A. Fairchild 119 Dogwood Drive Hattiesburg, MS. 39402	MGRM		
John M. Fairchild 1009 Lakeshore Drive Hattiesburg, MS. 39401	MGRM		

**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 IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is:

W. R. Fairchild Construction Co., LLC.

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

James E. Baker

(Name)

1520 Live Oak Road

(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)

Monticello, FL. 32344

(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.

James E. Baker
(Signature)

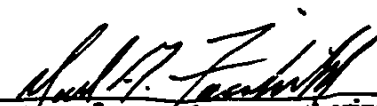
JAN 2 1997
(Date)

Filing Fee: \$ 35 for Designation of Registered Agent

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

The undersigned member or authorized representative of a member of W. R. Fairchild
Construction Company, 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 \$ 0
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ 0
A description of the property is attached and made a part hereto.
- 4) the amount of cash or property anticipated to be contributed by member(s) is \$ 0
This total includes amounts from 2 and 3 above.
- 5) the total amount of cash or property anticipated to be contributed by member(s) is \$ 555,000



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.)

STATE OF MISSISSIPPI

SECRETARY OF STATE'S OFFICE

ERIC CLARK
SECRETARY OF STATE
JACKSON, MISSISSIPPI

CERTIFICATE

I, Eric Clark, Secretary of State of the State of Mississippi, and as such the legal custodian of the records as required by the Mississippi Limited Liability Company Act to be filed in my office do hereby certify that

W.R. FAIRCHILD CONSTRUCTION COMPANY, LLC

a Mississippi Limited Liability Company has filed the necessary documents in this office and has obtained a certificate of formation, under the provisions of the Mississippi Limited Liability Company Act as shown by the records in this office.

That the registered office of said Limited Liability Company is located at 6330 Hwy 49 North, Hattiesburg, Mississippi, and the registered agent at that address John M. Fairchild.

I further certify that said Limited Liability Company has paid the fees for filing the above papers required by law as shown by the records of this office, and that said Limited Liability Company is in good standing to do business in Mississippi at this time.

Witness my hand and seal of office, this the
31st day of December 1996

Eric Clark

SECRETARY OF STATE

