



Powell Building Group

Contractors and Construction Managers

M9700000021

January 15, 1997

Florida Department of State
Qualification / Registration Section
409 East Gaines Street
Tallahassee, Florida 32399

FILED
97 JAN 16 AM 11:02
SECRETARIAT OF STATE
TALLAHASSEE, FLORIDA

300002060983--7
-01/16/97--01108--002
***148.75 ***148.75

Re: Request to register a foreign limited liability company
Powell Building Group, LC

To whom it may concern:

CM

Enclosed please find our application to register as a foreign limited liability company in the state of Florida, along with our Certificate of Existence from the state of Tennessee, and our check.

We are currently licensed to do business in Florida as Powell Building Group, Inc., but have restructured the business and changed from a corporation to a limited liability company (Our request for withdrawal of Powell Building Group, Inc. is also enclosed).

Please let us know if there is any additional information which you need in order to make this change.

Sincerely,

Cathey Campbell
Administrative Assistant

Enclosures

cc: Florida license file
P:\CATHEY\ADMIN\WPD0CS\FLLICENS.WPD

An Accredited Quality Contractor

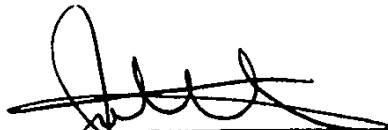
AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN LIMITED LIABILITY COMPANY

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned member or authorized representative of a member of _____

Powell Building Group, LC 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 \$ 1,000,000 .
- 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 total amount of cash or property anticipated to be contributed by member(s) is \$ 1,000,000 . This total includes amounts from 2 and 3 above.



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.)

Filing Fee: \$ 52.50 for Affidavit

**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.

FILED
97 JAN 16 AM 11 02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. The name of the limited liability company is: POWELL BUILDING GROUP, LC

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

Ronald I. Cole, Atty

(Name)

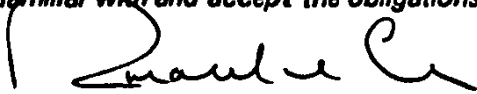
11 North Magnolia

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

Ocala, Florida 34670

(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.



(Signature)

1/8/97

(Date)

Filing Fee: \$ 35 for Designation of Registered Agent

Secretary of State

Corporations Section

**James K. Polk Building, Suite 1800
Nashville, Tennessee 37243-0306**

ISSUANCE DATE: 01/07/1997
REQUEST NUMBER: 97007121
TELEPHONE CONTACT: (615) 741-6488

CHARTER/QUALIFICATION DATE: 01/02/1996
STATUS: ACTIVE
CORPORATE EXPIRATION DATE: PERPETUAL
CONTROL NUMBER: 0305157
JURISDICTION: TENNESSEE

TO:
POWELL BUILDING GROUP
300 OLDHAM ST

NASHVILLE, TN 37213

REQUESTED BY:
POWELL BUILDING GROUP
300 OLDHAM ST

NASHVILLE, TN 37213

CERTIFICATE OF EXISTENCE

I, RILEY C DARNELL, SECRETARY OF STATE OF THE STATE OF TENNESSEE DO HEREBY CERTIFY THAT

"POWELL BUILDING GROUP, LLC"

A LIMITED LIABILITY DULY FORMED UNDER THE LAW OF THIS STATE WITH DATE OF
FORMATION AND DURATION AS GIVEN ABOVE,
THAT ALL FEES, TAXES, AND PENALTIES OWED TO THIS STATE WHICH AFFECT THE
EXISTENCE OF THE LIMITED LIABILITY HAVE BEEN PAID,
THAT ARTICLES OF DISSOLUTION HAVE NOT BEEN FILED, AND
THAT ARTICLES OF TERMINATION OF THE EXISTENCE HAVE NOT BEEN FILED.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FOR: REQUEST FOR CERTIFICATE

ON DATE: 01/07/97

FROM:
POWELL BUILDING GROUP
300 OLDHAM STREET
NASHVILLE, TN 37213-1005

RECEIVED: FEES \$10.00 \$0.00
TOTAL PAYMENT RECEIVED: \$10.00

RECEIPT NUMBER: 00002049461
ACCOUNT NUMBER: 00173420



Riley C Darnell

RILEY C. DARNELL
SECRETARY OF STATE