

Document Number Only

M97000000196

C T CORPORATION SYSTEM
Requestor's Name
660 East Jefferson Street
Address
Tallahassee, Florida 32301
City State Zip Phone

CORPORATION(S) NAME

200002148262--3

-04/18/97--01105--021

****148.75 ****148.75

G. TAX
FILING 105.00
R. AGENT FEE 25.00
C. COPY 8.75
TOTAL 148.75
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BALANCE DUE
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TMW Bastion Management, LLC

- mk 4/16/97
- | | | |
|---|--|---|
| <input type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| <input checked="" type="checkbox"/> Limited Liability Company | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input checked="" type="checkbox"/> Foreign | <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Change of R.A. |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Limited Liability Partnership | <input type="checkbox"/> Fictitious Name |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Photo Copies | <input checked="" type="checkbox"/> FOCUS |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call if Problem | <input type="checkbox"/> After 4:30 |
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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. TMW BASTION MANAGEMENT, 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. Georgia
(Jurisdiction under the law of which foreign limited liability company is organized)
3. applied for
(FEI number, if applicable)
4. 7/30/96
(Date of Organization)
5. 12/31/2030
(Duration: Year limited liability company will cease to exist or "perpetual")
6. upon qualification
(Date first transacted business in Florida. (See sections 608.501, 608.502 and 617.135, F.S.)
7. 5500 Interstate North Parkway, Suite 200
Atlanta, Georgia 30328-4662
(Street address of principal office)
8. List and indicate in title space provided the name, title, and business address of each managing member [MGRM] or manager [MGR]. It is not necessary to list members.
(attach additional page if necessary)

NAME & ADDRESS:

TITLE:

TMW Real Estate Group, L.P. MBR5500 Interstate North ParkwaySuite 200Atlanta, Georgia 30328-4662

NAME & ADDRESS:

TITLE:

TMW Real Estate Partners, Inc. MBR5500 Interstate North ParkwaySuite 200Atlanta, Georgia 30328-4662

Filing Fee: \$ 52.50 for Application

FILED
SECRETARY OF STATE
DIVISION
97 APR 16 PM 1:11

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

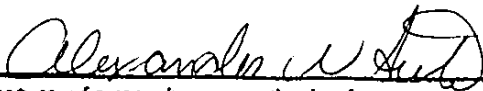
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DIVISION
SECRETARY OF STATE
OFFICE OF THE CLERK

The undersigned member or authorized representative of a member of _____

TMW BASTION MANAGEMENT, 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 \$ 1,000.00
- 3) if any, the agreed value of property other than cash contributed by member(s) is
\$ n/a . 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
\$ 1,000.00 . 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.)

Alexander W. Suto, Secretary of TMW Real Estate Partners, Inc.
a Member of Bastion Management, LLC

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 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: TMW BASTION MANAGEMENT, LLC

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

C T CORPORATION SYSTEM
(Name)

c/o C T CORPORATION, 1200 South Pine Island Road,
(P.O. Box not acceptable)

Plantation, Florida 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.

C T CORPORATION SYSTEM

Connie Bryan
(Signature)
CONNIE BRYAN
SPECIAL ASSISTANT SECRETARY

7/16/97
(Date)

FILING FEE: \$ 35 for Designation of Registered Agent

Secretary of State
Corporations Division
Suite 315, West Tower
2 Martin Luther King Jr. Dr.
Atlanta, Georgia 30334-1530

DOCKET NUMBER : 970990341
CONTROL NUMBER : 9623804
DATE INC/AUTH/FILED: 07/30/1996
JURISDICTION : GEORGIA
PRINT DATE : 04/09/1997
FORM NUMBER : 211

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SECRETARY OF STATE
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DIVISION
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HUNTON & WILLIAMS
MARIE WOOLDRIDGE
600 PEACHTREE ST., SUITE 4100
ATLANTA, GA 303082216

CERTIFICATE OF EXISTENCE

I, Lewis A. Massey, the Secretary of State of the State of Georgia, do hereby certify under the seal of my office that

**TMW BASTION MANAGEMENT, LLC
A GEORGIA LIMITED LIABILITY COMPANY**

was formed in the jurisdiction stated above or was authorized to transact business in Georgia on the above date. Said entity is in compliance with the applicable filing and annual registration provisions of Title 14 of the Official Code of Georgia Annotated 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 date issued. 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 certificate is issued pursuant to 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.



Lewis A. Massey

Lewis A. Massey
Secretary of State