



THE UNITED STATES
CORPORATION
COMPANY

M97000000269

ACCOUNT NO. : 072100000032

REFERENCE : 391809 4304045

AUTHORIZATION : Patricia Pygott

COST LIMIT : ~~\$148.00~~

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 MAY 16 PM 2:11

ORDER DATE : May 14, 1997

\$285.00

ORDER TIME : 9:43 AM

ORDER NO. : 391809-005

CUSTOMER NO: 4304045

900002181119--6

CUSTOMER: Bobbie J. Morrow, Legal Asst
Arnall Golden & Gregory
2800 One Atlantic Center
1201 West Peachtree Street
Atlanta, GA 30309

FOREIGN FILINGS

NAME: FRENCH QUARTER II, LLC

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Paula K. Kendrick

BM
5/16/97

RECEIVED
97 MAY 16 AM 10:39

APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 MAY 11 AM 2:11

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. French Quarter II, 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. Please Note: L.L.C. is not an acceptable suffix in Florida.)
2. Delaware
(Jurisdiction under the law of which foreign limited liability company is organized)
3. Applied for
(FEI number, if applicable)
4. April 22, 1997
(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. (See sections 608.501, 608.502, and 817.155, F.S.))
7. c/o French Quarter Holding, Inc.
2870 Pharr Court South, NW, #2410, Atlanta, GA 30305
(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 AND ADDRESS:	TITLE:	NAME & ADDRESS:	TITLE:
<u>French Quarter Holding, Inc.</u>	<u>Manager</u>		
<u>2870 Pharr Court South, NW</u>			
<u>#2410</u>			
<u>Atlanta, GA 30305</u>			

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

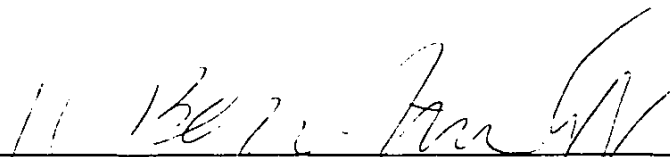
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DIVISION OF CORPORATIONS
MAY 16 PM 2:11

The undersigned member or authorized representative of a member of _____

FRENCH QUARTER II, 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 \$ 3,000,000 .
- 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
\$ 3,000,000 . 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 that facts stated herein are true.)

**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.

1. The name of the limited liability company is: FRENCH QUARTER II, LLC

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

Corporation Services Company

(Name)

1201 Hays Street

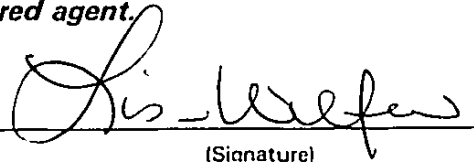
(P.O. Box or Mail Drop Box NOT acceptable)

Tallahassee, Florida 32301

(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.

By:



(Signature)

5-15-97

(Date)

FILED
STATE
SECRETARY OF
CORPORATIONS
DIVISION
MAY 16 1997
PM 2:11

Filing Fee: \$ 35 for Designation of Registered Agent

State of Delaware
Office of the Secretary of State

PAGE 1

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 MAY 16 PM 2:11

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "FRENCH QUARTER II, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-SECOND DAY OF APRIL, A.D. 1997.



Edward J. Freel

Edward J. Freel, Secretary of State

2738310 8300

971128841

AUTHENTICATION:

8429751

DATE:

04-22-97