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June 11, 2002

12404-12

Florida Department of State

Division of Corporations

Corporate Filings

P.O. Box 6327

Tallahassee, FL 32314

ATTN: Lee Rivers

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-06/18/02--01004--011

100.00 **25.00

Re: SP Florida LLC
Reference Number: M97000000367
Letter Number: 102A00028962

Dear Mr. Rivers:

I am enclosing a copy of your letter dated May 8, 2002 regarding the above referenced matter. As per your instructions, I am submitting at this time an Application by Foreign Limited Liability Company for Withdrawal of Authority to Transact Business in Florida, Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida, Certificate of Designation of Registered Agent/Registered Office, original Certificate of Existence from the Louisiana Secretary of State dated June 5, 2002 and our firm's check in the amount of \$100.00.

It is my understanding that the cost to file these documents and for a certified copy and a certificate of status totals \$185.00. We had previously submitted a check in the amount of \$85.00, which should be applied to this request.

Should you have any question, please do not hesitate to contact me.

Very truly yours,

PHELPS DUNBAR LLP

Jeremy F. Werfal

Enclosures

BR:302714.1

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DIVISION OF CORPORATIONS
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FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

May 8, 2002

JEREMY F. WERFAL
PHELPS DUNBAR LLP
PO BOX 4412
BATON ROUGE, LA 70821-0285

SUBJECT: SP FLORIDA (SAN PABLO) LLC
Ref. Number: M97000000367

We have received your document for SP FLORIDA (SAN PABLO) LLC and your check(s) totaling \$85.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

It appears that you would like to have SP FLORIDA, LLC, a Louisiana corporation, authorized to transact business in Florida. It also appears that you would like to have the Tennessee entity SP FLORIDA (SAN PABLO), LLC withdrawn. If this is correct, you would accomplish these things by filing the two enclosed forms. The forms have instructions and filing fees attached. The \$85.00 you previously submitted will be applied to the filing fees and, if you order certificates or certified copies, to those fees.

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

If you have any questions concerning the filing of your document, please call (850) 245-6958.

Lee Rivers
Document Specialist

Letter Number: 102A00028962

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**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR
WITHDRAWAL OF AUTHORITY TO TRANSACT BUSINESS IN
FLORIDA**

SP Florida (San Pablo) LLC

(Name of limited liability company)

Tennessee

(Jurisdiction of its organization)

This limited liability company is no longer transacting business in Florida and surrenders its authority to transact business in this state.

This limited liability company revokes the authority of its registered agent to accept service on its behalf and appoints the Department of State as its agent for service of process based on a cause of action arising during the time it was authorized to transact business in Florida.

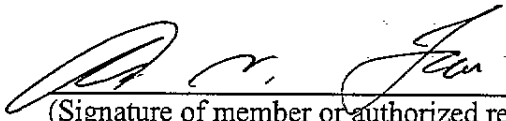
8027 Jefferson Highway

(Mailing address)

Baton Rouge, LA 70809

(City/State/Zip)

The limited liability company agrees to notify the Department of State in the future of any change in its mailing address.



(Signature of member or authorized representative of a member)

Alexis V. Lewis

(Typed or printed name of signee)

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Filing Fee: \$25.00