

Document Number Only

M97000000406

CT CORPORATION SYSTEM

660 EAST JEFFERSON STREET

Requestor's Name  
TALLAHASSEE, FL 32301

Address  
222-1092

City State Zip Phone

CORPORATION(S) NAME

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 JUL -9 PM 2:44

B+I Lending, LLC

800002236018--6  
-07/11/97--01070--012  
\*\*\*\*285.00 \*\*\*\*285.00

- |                                                           |                                                 |                                                 |
|-----------------------------------------------------------|-------------------------------------------------|-------------------------------------------------|
| <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 Co. | <input type="checkbox"/> Annual Report          | <input type="checkbox"/> Other                  |
| <input checked="" type="checkbox"/> Foreign               | <input type="checkbox"/> Reservation            | <input type="checkbox"/> Change of R.A.         |
| <input type="checkbox"/> Limited Partnership              | <input type="checkbox"/> Photo Copies           | <input type="checkbox"/> Fictitious Name Filing |
| <input type="checkbox"/> Reinstatement                    | <input type="checkbox"/> CUS                    |                                                 |
| <input type="checkbox"/> Certified Copy                   | <input type="checkbox"/> Call When Ready        | <input type="checkbox"/> Call if Problem        |
| <input type="checkbox"/> Call When Ready                  | <input checked="" type="radio"/> Walk In        | <input type="checkbox"/> Will Wait              |
| <input type="checkbox"/> Mail Out                         |                                                 | <input checked="" type="radio"/> After 4:30     |
|                                                           |                                                 | <input checked="" type="radio"/> Pick Up        |

|                   |
|-------------------|
| Name              |
| Availability      |
| Document Examiner |
| Updater           |
| Verifier          |
| Acknowledgment    |
| W.P. Verifier     |

7-9-97

J. TAX  
FILING 250.00  
R. AGENT FEE 35.00  
C. COPY  
TOTAL 285.00  
N. BANK  
BALANCE DUE  
REFUND

3/2 7/9/97

RECEIVED  
97 JUL -9 AM 11:51  
DIVISION OF CORPORATION

CR2E031 (1-89)

# 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:

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SECRETARY OF CORPORATIONS  
91 JUL 16 PM 2:14

1. B&I LENDING, 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. Delaware  
(Jurisdiction under the law of which foreign limited liability  
company is organized)
3. 58-2322582  
(FEI number, if applicable)
4. 6/5/97  
(Date of Organization)
5. Perpetual  
(Duration: Year limited liability company will cease to exist  
or "perpetual")
6. Upon Filing  
(Date first transacted business in Florida. (See sections 608.501, 608.502 and 817.155, F.S.))
7. Suite 1130, North Tower, 3353 Peachtree Road, NE  
Atlanta, Georgia 30326  
(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:          | NAME & ADDRESS:                | TITLE:           |
|--------------------------------|-----------------|--------------------------------|------------------|
| <u>Sonny Anand</u>             | <u>Chairman</u> | <u>Vasu Devan Srinivasan</u>   | <u>CFO</u>       |
| <u>Suite 1130, North Tower</u> | <u>MGR</u>      | <u>Suite 1130, North Tower</u> | <u>MGR</u>       |
| <u>3353 Peachtree Road, NE</u> |                 | <u>3353 Peachtree Road, NE</u> |                  |
| <u>Atlanta, Georgia 30326</u>  |                 | <u>Atlanta, Georgia 30326</u>  |                  |
| <u>Michael R. Thomas</u>       | <u>CEO</u>      | <u>Timothy L. Thomas</u>       | <u>Secretary</u> |
| <u>Suite 1130, North Tower</u> | <u>MGR</u>      | <u>Suite 1130, North Tower</u> | <u>MGR</u>       |
| <u>3353 Peachtree Road, NE</u> |                 | <u>3353 Peachtree Road, NE</u> |                  |
| <u>Atlanta, Georgia 30326</u>  |                 | <u>Atlanta, Georgia 30326</u>  |                  |

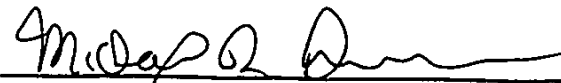
**Filing Fee: \$ 52.50 for Application**

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

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DIVISION OF CORPORATIONS  
9 17 JUL - 9 PM 2:44

The undersigned member or authorized representative of a member of \_\_\_\_\_  
B&I LENDING, LLC \_\_\_\_\_ deposits 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 \$ 5,000,000
- 3) if any, the agreed value of property other than cash contributed by member(s) is  
\$ 2,500,000. 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  
\$ 7,500,000. 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 SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

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97 JUN 13 PM 2:44  
DIVISION OF CORPORATIONS

1. The name of the limited liability company is: B&I LENDING, 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

  
(Signature)

7/2/97  
(Date)

**FILING FEE: \$35 for Designation of Registered Agent**

State of Delaware  
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "B & I LENDING, 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 NINETEENTH DAY OF JUNE, A.D. 1997.

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97 JUL -9 PM 2:44

2758615 8300  
971201505



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

AUTHENTICATION: 8519051  
06-19-97

DATE: