



THE UNITED STATES
CORPORATION
COMPANY

M97000000410

ACCOUNT NO. : 072100000032

REFERENCE : 454156 4611029

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : July 8, 1997

ORDER TIME : 9:29 AM

ORDER NO. : 454156-015

CUSTOMER NO: 4611029

CUSTOMER: Mr. Richard H. Allen
Armstrong Allen Pruitt Gentry
80 Monroe Avenue
700 Brinkley Plaza
Memphis, TN 38103

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FOREIGN FILINGS

100002238401-9
-07/15/97--01062--010
*****293.75 *****293.75

NAME: MAGI, L.L.C.

G. TAX
FILING 250.10
R. AGENT FEE 35.00
C. COPY 8.75
TOTAL 293.75
N. BANK
BALANCE DUE
REFUND

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
XX PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Warren Whittaker

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FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

July 10, 1997

WARREN WHITTAKER
CSC NETWORKS
TALLAHASSEE, FL

SUBJECT: MAGI, L.L.C.
Ref. Number: W97000015756

RESUBMIT

Please give original
submission date as file date.

We have received your document for MAGI, L.L.C. and check(s) totaling \$293.75. However, your check(s) and document are being returned for the following:

Please note that under our name rules, "MAGS" is too similar to "M.A.G.", a name which is already being used by another company in Florida. Please see attached printout.

The name designated in your document is not available. Therefore, the limited liability company must adopt an alternate name for use in the state of Florida. To adopt an alternate name the entity must submit a resolution signed by a managing member or manager adopting the alternate name for use in the state of Florida. The alternate name must end with "L.L.C.," "L.C.," "Limited Liability Company" or "Limited Company."

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

If you have any questions concerning the filing of your document, please call (850) 487-6914.

Buck Kohr
Corporate Specialist

Letter Number: 097A00035548

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 8, 1997

WARREN WHITTAKER
CSC NETWORKS
TALLAHASSEE, FL

SUBJECT: MAGI, L.L.C.
Ref. Number: W97000015756

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

If you have any questions concerning the filing of your document, please call (850) 487-6914.

Buck Kohr
Corporate Specialist

Letter Number: 997A00035265

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DIVISION OF CORPORATION

RESOLUTION OF MEMBERS OF LIMITED LIABILITY COMPANY

(Please print or type)

I, the undersigned MARY STARNES KING, Trustee, do hereby certify

(Name)

that this Resolution of the Members of the Board of Directors of

MAGI, L.L.C.

(Corporate Name)

Limited Liability Company duly organized and existing under the laws of the State of Mississippi

was duly adopted on July 8, 19 97

Be it resolved, that MAGI, L.L.C.

(Corporate Name)

organized and existing in the State of Mississippi, hereby adopts the name

MAGI of MS, L.L.C.

for use in Florida.

Dated. July 8, 1997

Mary Starnes King, Trustee, Chairman
Signature of either Chairman, Vice Chairman or any officer
Mary Starnes King, Trustee, Chairman

MARY STARNES KING, Trustee

Type or print name

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

*IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACTION BUSINESS IN THE STATE OF
FLORIDA:*

1. MAGI, L.L.C. doing business in Florida as MAGI OF MS, L.L.C.
(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. Mississippi 3. To be assigned
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)
4. July 3, 1997 5. 2022
(Date of Organization) (Duration: Year limited liability company will exist or "perpetual")
6. When the Limited Liability Company is issued a Florida Certificate of Authority.
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 4141 Indian Bayou North
Destin, Florida 32541
(Street address of principal office)

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8. List name, title, and business address of each managing member[MGRM] or manager[MGR] who will manage the foreign limited liability company in Florida: (attach additional page if necessary)

NAME & ADDRESS:	TITLE:	NAME & ADDRESS:	TITLE:
<u>Mary Starnes King,</u>	<u>_____</u>	<u>_____</u>	<u>_____</u>
<u>Trustee</u>	<u>MGRM</u>	<u>_____</u>	<u>_____</u>
<u>4134 Minden Road</u>	<u>_____</u>	<u>_____</u>	<u>_____</u>
<u>Memphis, TN 38117</u>	<u>_____</u>	<u>_____</u>	<u>_____</u>
<u>_____</u>	<u>_____</u>	<u>_____</u>	<u>_____</u>
<u>Ginger S. Graves</u>	<u>MGRM</u>	<u>_____</u>	<u>_____</u>
<u>4592 Park Avenue</u>	<u>_____</u>	<u>_____</u>	<u>_____</u>
<u>Memphis, TN 38117</u>	<u>_____</u>	<u>_____</u>	<u>_____</u>
<u>_____</u>	<u>_____</u>	<u>_____</u>	<u>_____</u>

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

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The undersigned member or authorized representative of a member of MAGI, L.L.C.

Mary Starnes King deposes and says:

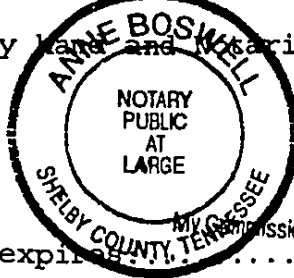
- 1) the above named limited liability company has at least two members
- 2) the total amount of cash ^{/to be} contributed by the member(s) is \$ 16,000
- 3) if any, the agreed value of property other than cash ^{to be} contributed by member(s) is
\$ 305,000 . A description of the property is attached and made a part hereto.
- 4) the total amount of cash or property anticipated to be contributed by member(s) is
\$ 321,000 . This total includes amounts from 2 and 3 above.

Mary Starnes Mary King (Same as Mary Starnes King)
Signature of a member or authorized representative of a member.
(In accordance with section 608.40(3), Florida Statute, the execution of this affidavit
constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

STATE OF TENNESSEE, COUNTY OF SHELBY

Before me, a Notary Public in and for said State and County, duly commissioned and qualified, personally appeared MARY STARNES KING, to me known to be the person described in and who executed the foregoing instrument, and acknowledge that she executed the same as her free act and deed.

WITNESS my hand and Notarial Seal at office this 7th day of July, 1997.



Anne Boswell
Notary Public

My commission expires

My Commission Expires Apr. 27, 1999

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ATTACHMENT TO AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS
OF FOREIGN LIMITED LIABILITY COMPANY

DESCRIPTION OF PROPERTY:

I. Maravilla

Condominium Unit 1204; 2648 U.S. Highway 98 East
Destin (Walton County), Florida 32541

\$150,

II. Gulf Place Caribbean:

Condominium Unit 115; (Subdivision Area 18)
Highway 30A
Dune Allen
Santa Rosa Beach (Walton County),
Florida 32459

\$155,000

III. Cash

\$ 16,000

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.607, 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: MAGI, L.L.C.

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

Beth McCabe

(Name)

4141 Indian Bayou, North

(P.O. Box not acceptable)

Destin, Florida 32541

(City/State/Zip)

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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.

Beth McCabe
(Signature)

July 2, 1997
(Date)

STATE OF MISSISSIPPI

SECRETARY OF STATE'S OFFICE

ERIC CLARK
SECRETARY OF STATE
JACKSON, MISSISSIPPI

SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUL - 8 PM 4: 05

CERTIFICATE

I, Dick Molpus, Secretary of State of the State of Mississippi, and as such the legal custodian of the records as required by the Mississippi Limited Liability Company Act to be filed in my office, do hereby certify that

MAGI, L.L.C.

a Mississippi limited liability company has filed the necessary documents in this office and has obtained a certificate of Limited Liability Company, under the provisions of the Mississippi Limited Liability Company Act as shown by the records in this office.

That the registered office of said limited liability company is located at 340 Cedar Hill Road in Holly Springs, Mississippi and the registered agent at that address is Robert Hurdle.

I further certify that said Limited Liability Company has paid the fees for filing the above papers required by law as shown by the records of this office, and that said limited liability company is in good standing to do business in Mississippi at this time.



Witness my hand and seal of office, this the
3rd day of July 1997

Eric Clark

SECRETARY OF STATE

OFFICE OF THE MISSISSIPPI SECRETARY OF STATE
P.O. BOX 136, JACKSON, MS 39205-0136 (601) 359-1333
Certificate of Formation

The undersigned, pursuant to Senate Bill No. 2395, Chapter 402, Laws of 1994, hereby executes the following document and sets forth:

1. Name of the Limited Liability Company

⇓

MAGI, L.L.C.

2. The future effective date is
(Complete if applicable)

N/A

3. Federal Tax ID

⇓

Will be obtained upon completion of organization.

4. Name and Street Address of the Registered Agent and Registered Office is

⇓

Name

Robert Hurdle

⇓

Physical
Address

340 Cedar Hill Road

⇓

P.O. Box

⇓

City, State, ZIP5, ZIP4

Holly Springs

MS

38635

5. If the Limited Liability Company is to have a specific date of dissolution, the latest date upon which the Limited Liability Company is to dissolve

⇓

December 31, 2022

6. Is full or partial management of the Limited Liability Company vested in a manager or managers? (Mark appropriate box)

⇓

☒ X

Yes

☐ No

7. Other matters the managers or members elect to include

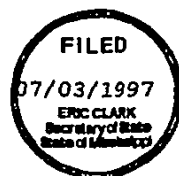
⇓

N/A

⇓

N/A

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Eric Clark
Secretary of State

OFFICE OF THE MISSISSIPPI SECRETARY OF STATE
P.O. BOX 136, JACKSON, MS 39205-0136 (601) 359-1333
Certificate of Formation

By: Signature

*Mary Starnes King,
Trustee of Trust dated
July 8, 1978 as amended*

(Please keep writing within blocks)

Printed Name

MARY STARNES KING,
Trustee

Title

Organizer

Street and Mailing Address

⇒ Physical Address

4134 Minden Road

⇒ P.O. Box

⇒ City, State, ZIP5, ZIP4

Memphis

TN

38117 -

By: Signature

Ginger S Graves

(Please keep writing within blocks)

Printed Name

GINGER S. GRAVES

Title

Organizer

Street and Mailing Address

⇒ Physical Address

4592 Park Avenue

⇒ P.O. Box

⇒ City, State, ZIP5, ZIP4

Memphis

TN

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original filed with the Secretary of State.*Eric Clark*
Secretary of State