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LAW OFFICES
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SHERIDAN & HARROLD, LLP**

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June 16, 1997

VIA U.S. MAIL

Office of the Secretary of State
Department of State
State of Florida
The Capitol
Tallahassee, Florida 32399-0250

600002219066--8
-06/20/97--01119--001
****140.00 ****140.00
700002245667--0
-07/23/97--01115--013
****145.00 ****145.00

Re: Authorization by Foreign Limited Liability Company for Authorization to Transact Business in Florida filed on behalf of T.I.C. Enterprises, L.L.C., a Delaware limited liability company

Dear Sir/Madam:

On behalf of our client, T.I.C. Enterprises, L.L.C., enclosed for filing in connection with the above-referenced matter are the following:

1. The original and one copy of the Authorization by Foreign Limited Liability Company for Authorization to Transact Business in Florida;
2. Certificate of Existence for T.I.C. Enterprises, L.L.C. issued by the Secretary of State of Delaware; and
3. Check in the amount of \$140.00 (\$52.50 for Application, \$52.50 for Affidavit, and \$35.00 for Designation of Registered Agent) in payment of the filing fee.

Please file this document and return the Certificate of Authority to the undersigned in the enclosed, self-addressed stamped envelope. If you have any questions or if there is anything further we need to do, please do not hesitate to call me at 404-885-6746. Thank you for your assistance in this matter.

Very truly yours,

**GLASS, McCULLOUGH, SHERIDAN
& HARROLD, LLP**

Deborah L. Davison
Deborah L. Davison
Corporate Paralegal

1409 Peachtree Street, N.E.
Atlanta, Georgia 30309
(404) 885-1500

Enclosures

M97-430

Name	<i>De 7/22</i>
Availability	<i>De</i>
Document Examiner	<i>De</i>
Updater	<i>De</i>
Updater Verifier	<i>De</i>
Acknowledgement	<i>De</i>
W. P. Verifier	<i>De</i>



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 23, 1997

DEBORAH L. DAVISON
GLASS, MCCULLOUGH, SHERRILL & HARROLD, L
1409 PEACHTREE STREET, N.E.
ATLANTA, GA 30309

SUBJECT: T.I.C. ENTERPRISES, L.C.
Ref. Number: W97000014598

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUL 22 AM 8:45

We have received your document for T.I.C. ENTERPRISES, L.C. and check(s) totaling \$140.00. However, the document has not been filed and is being retained in this office for the following reason(s):

There is a balance due of \$145.00. Refer to the attached fee schedule for the breakdown of fees. Please return a copy of this letter to ensure your money is properly credited.

Effective April 23, 1997, the fees to qualify a foreign limited liability company total \$285.00 and breakdown as follows: \$250.00 filing fee for the application and affidavit and \$35 registered agent designation fee. An additional \$52.50 is due for each certified copy requested and an additional \$8.75 is due for each certificate of status requested.

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 (904) 487-6020.

Tammi Cline
Document Specialist

Letter Number: 797A00033273

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. T.I.C. Enterprises, 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. 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. 58-2313873

(FEI number, if applicable)

4. May 5, 1997

(Date of Organization)

5. Perpetual

(Duration: Year limited liability company will cease to exist or "perpetual")

6. May 20, 1997

(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.)

7. 645-1 Hembree Park Drive

Roswell, Georgia 30076

(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>James N. Greiff</u>	<u>MGR</u>	<u>Robert L. Focazio</u>	<u>MGR</u>
<u>645-1 Hembree Park Drive</u>		<u>645-1 Hembree Park Drive</u>	
<u>Roswell, Georgia 30076</u>		<u>Roswell, GA 30076</u>	
<u>James G. Nevins</u>	<u>MGR</u>	<u>John Kean, Jr.</u>	<u>MGR</u>
<u>6380 Wilshire Boulevard</u>		<u>550 Route 202-206</u>	
<u>Suite 1007</u>		<u>P. O. Box 760</u>	
<u>Los Angeles, CA 90048</u>		<u>Bedminster, NJ 07921-0760</u>	

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUN 22 AM 8:45

CONTINUATION OF LIST OF MANAGERS - ITEM #8

NAME

ADDRESS

Robert F. Lurie

550 Route 202-206
P. O. Box 760
Bedminster, New Jersey 07920-0760

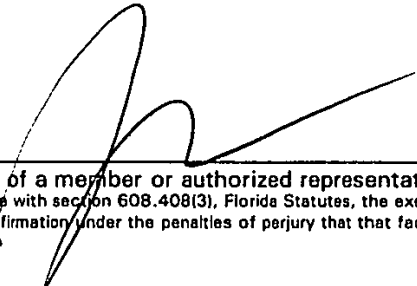
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**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN
LIMITED LIABILITY COMPANY**

The undersigned member or authorized representative of a member of T.I.C. Enterprises, L.C.

_____ 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 \$ 44,897,795.00 .
- 3) if any, the agreed value of property other than cash contributed by member(s) is
\$ _____. 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
\$ 44,897,795.00 . 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.)

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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, 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: T.I.C. Enterprises, L.C.

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

Rocky Nightingale

(Name)

10445 NW 50th Place

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

Coral Springs, Florida 33076

(City/State/Zip)

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUL 22 AM 8:45

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.

Corporation Service Company

By: Rocky Nightingale

(Signature)

May 30, 1997

(Date)

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 "T.I.C. ENTERPRISES, L.L.C." 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 FOURTH DAY OF JUNE, A.D. 1997.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.



Edward J. Freel

Edward J. Freel, Secretary of State

2747647 8300

971182599

AUTHENTICATION: 8495857

DATE: 06-04-97