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**KORN, ZEHMER & GELLATLY, P.A.**

ATTORNEYS AT LAW  
JACKSONVILLE, FLORIDA

PLEASE REPLY TO:  
POST OFFICE BOX 550700  
JACKSONVILLE, FLORIDA 32255-0700  
TELEFAX (904) 296-0384

SUITE 200, SOUTHPOINT BUILDING  
6620 SOUTHPOINT DRIVE, SOUTH  
JACKSONVILLE, FLORIDA 32216  
TELEPHONE (904) 296-2111

November 21, 1997

Secretary of State  
Registration Section  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

100002355531--0  
-11/24/97--01113--001  
\*\*\*\*337.50 \*\*\*\*337.50

Re: Group2 Funding, L.C.

Dear Sir:

Enclosed please find the following:

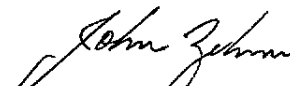
- 1) Form to register a foreign limited liability company with the State of Florida;
- 2) Certified copy of the Articles of Organization from the State of Utah for the above-referenced limited liability company; and
- 3) Our firm's check in the amount of \$337.50, which represents the following fees: \$250.00 for the application and affidavit; \$35.00 for designation of registered agent; and \$52.50 for a certified copy of the foregoing.

FILED  
97 DEC 11 AM 9:33  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Please file the enclosed originals and return the certified copies in the enclosed pre-addressed, stamped envelope. If you have any questions about the foregoing, please contact the undersigned. Thank you.

Name	
Address	
Telephone	DCC
Fax	DCC
Signature	DCC
Verifying	DCC
Enclosure	DCC
Acknowledgment	DCC
W. P. verifier	DCC

Sincerely,

  
John H. Zehmer

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497000026815

**KORN, ZEHMER & GELLATLY, P.A.**

ATTORNEYS AT LAW  
JACKSONVILLE, FLORIDA

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SUITE 200, SOUTHPOINT BUILDING  
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JACKSONVILLE, FLORIDA 32216  
TELEPHONE (904) 296-2111

December 10, 1997

VIA FEDERAL EXPRESS

Secretary of State  
Division of Corporations  
Attn: Diane Cushing, Corporate Specialist  
409 East Gaines Street  
Tallahassee, Florida 32399

Re: Group2 Funding, L.C.  
Ref. Number: W97000026815

Dear Ms. Cushing:

Pursuant to your letter regarding the above-referenced limited liability company, enclosed please find a copy of your letter and an original copy of the Certificate of Existence from the State of Utah. Please return the certified copy as requested in our original letter dated November 21, 1997, which included a pre-addressed, stamped envelope. If you have any questions about the foregoing, please contact our office. Thank you.

Sincerely,



Tonya Bomhard  
Legal Assistant to John Zehmer

Enclosure  
ELLIFL12.10



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

December 2, 1997

JOHN H. ZEHMER  
KORN ZEHMER & GELLATLY, P.A.  
6620 SOUTHPOINT DRIVE, SOUTH, SUITE 200  
JACKSONVILLE, FL 32216

SUBJECT: GROUP2 FUNDING, L.C.  
Ref. Number: W97000026815

We have received your document for GROUP2 FUNDING, L.C. and your check(s) totaling \$337.50. However, the document has not been filed and is being retained in this office for the following:

A certificate of existence, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

You submitted a certified copy of the articles of organization. Our Law requires us to have a certificate of existence stating the the organization is in good standing.

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) 487-6913.

Diane Cushing  
Corporate Specialist

Letter Number: 297A00056843

# 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. GROUP2 FUNDING, 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. State of Utah  
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 87-0523773  
(FEI number, if applicable)
4. October 6, 1997  
(Date of Organization)
5. 50 years  
(Duration: Year limited liability company will exist or "perpetual")
6. No business transacted to date.  
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 112 Indian Hammock Lane, Ponte Vedra Beach, Florida 32082  
(Street address of principal office)
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:

Steve J. Elliff

MGR

Julie Elliff

MGR

112 Indian Hammock Lane

112 Indian Hammock Lane

Ponte Vedra Beach, Florida 32082

Ponte Vedra Beach, Florida 32082

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**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.

1. The name of the Limited Liability Company is:

GROUP2 FUNDING, L.C.

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

Steve J. Elliff

(Name)

112 Indian Hammock Lane

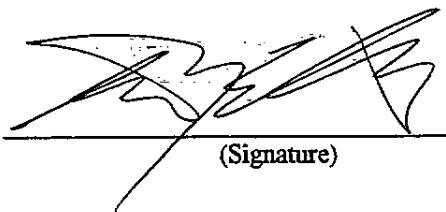
(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)

Ponte Vedra Beach, Florida 32082

(City/State/Zip)

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*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.*

  
(Signature)

11/21/97  
(Date)

**Filing Fee: \$ 35 for Designation of Registered Agent**

# AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN LIMITED LIABILITY COMPANY

The undersigned member or authorized representative of a member of GROUP2 FUNDING, L.C.  
\_\_\_\_\_ deposes and says:

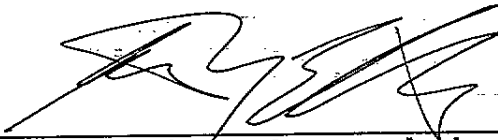
1) the above named limited liability company has at least two members

2) the total amount of cash contributed by the member(s) is \$ 20,000.00

3) if any, the agreed value of property other than cash contributed by member(s) is \$ 565,600.00  
A description of the property is attached and made a part hereto.

4) the amount of cash or property anticipated to be contributed by member(s) is \$ 585,600.00  
This total includes amounts from 2 and 3 above.

5) the total amount of cash or property anticipated to be contributed by member(s) is



11/21/97

**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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97 DEC 11 AM 9:33  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

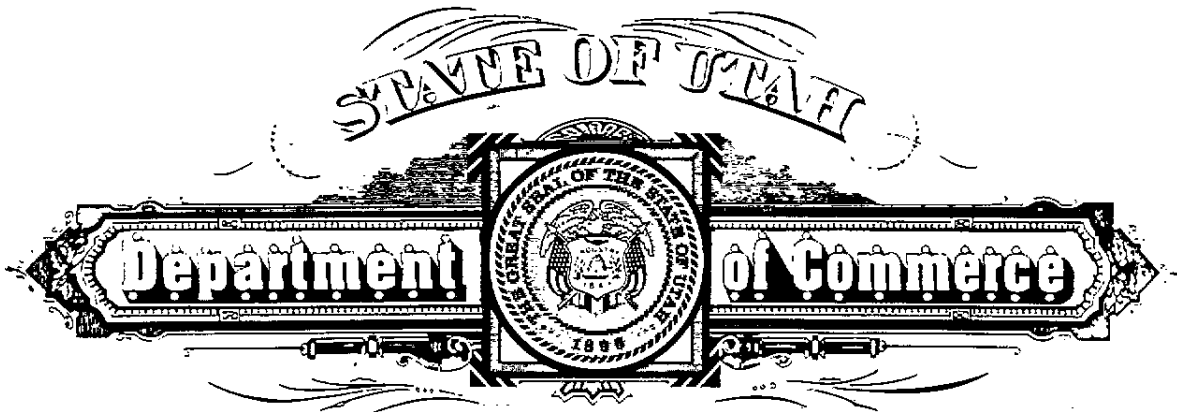
**Filing Fee: \$250.00 for Application and Affidavit**

## EXHIBIT A

### Property addresses of GROUP2 FUNDING, L.L.C

1)	22-38 North D Street, Salt Lake City, Utah	\$247,000.00
2)	Sales Proceeds in Escrow	99,600.00
3)	233 S. 900 E, Salt Lake City, Utah	151,000.00
4)	24272 Marsh Landing Parkway, Ponte Vedra Beach, Florida	<u>68,000.00</u>
	Total Value of Properties:	\$565,600.00

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



**CERTIFICATION  
OF GOOD STANDING**

THE UTAH DIVISION OF CORPORATIONS AND COMMERCIAL  
CODE HEREBY CERTIFIES THAT

***GROUP2 FUNDING, L.C.***

is a Utah limited liability company and is qualified to transact  
business in the State of Utah. A Certificate of Organization was  
issued from this office on *OCTOBER 6, 1997* and said registration is  
in good standing,

AS APPEARS OF RECORD IN THE OFFICES OF THE DIVISION.

File Number: *LC 021974*



Dated this 9TH day  
of December, 19 97.

*Korla S. Woods*

Korla T. Woods  
Director, Division of  
Corporations and Commercial Code

FILED  
97 DEC 11 AM 8:33  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA