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JOHN D. LENTZ
OF COUNSEL
B. B. GULLETT
1905-1992

December 17, 1997

VIA FEDERAL EXPRESS (850) 487-6051

200002382882-1
-12/26/97-01014-005-1
****293.75 ****293.75

Attention: Ms. Diane Cushing
State of Florida/Department of State/Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Re: Qualification in Florida of Orange Storage, LLC, a
Tennessee limited liability company

Dear Ms. Cushing:

Enclosed are the following which are submitted in order to qualify Orange Storage, LLC, Tennessee limited liability company, to do business in Florida:

1. Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida.

2. Original Certificate of Existence issued by Secretary of State of Tennessee.

3. Check payable to the Florida Department of State in the amount of \$293.75, which consists of the following:

Name Availability	
Document Examiner	DCC
Updater	DCC
Updater certificate of status	
Verifier	DCC
Acknowledgement	DCC
W. P. Verifier	DCC

- a. \$250.00 Filing Fee
b. \$35.00 Designation of Registered Agent
c. \$8.75 Certificate of Status.

Please accept the above for filing and forward the filed documents, together with a current updater certificate of status to me.

C. TAX _____
FILING _____
R. AGENT FEE _____
C. COPY 8.75
TOTAL _____
N. BANK _____
BALANCE DUE _____
REFUND _____

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Corax for

GULLETT, SANFORD, ROBINSON & MARTIN, PLLC

Registration Section
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Thank you for your assistance.

Very truly yours,

GULLETT, SANFORD, ROBINSON & MARTIN, PLLC

A handwritten signature in dark ink, appearing to read 'Wesley D. Turner', is written over a horizontal line.

Wesley D. Turner

WDTje

Enclosures

cc: Mr. Samuel L. Johnson, III
J. Lindsay Builder, Jr., Esq.

**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. Orange Storage, 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. Tennessee 3. _____
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. December 11, 1997 5. December 31, 2047
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")

6. December 19, 1997
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))

7. 2002 Richard Jones Road, Suite C-105
Nashville, Tennessee 37215
(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:

Samuel L. Johnson, III

MGRM

2002 Richard Jones Road, Suite C-105

Nashville, Tennessee 37215

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 DEC 21 PM 2:35

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

The undersigned member or authorized representative of a member of Orange Storage, LLC
deposes and says:

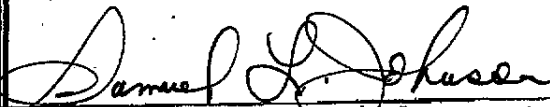
1) the above named limited liability company has at least two members

2) the total amount of cash contributed by the member(s) is \$100.00

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 amount of cash or property anticipated to be contributed by member(s) is \$
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 \$ 100.00



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.)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 DEC 22 PM 2:35

Filing Fee: \$250.00 for Application and 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.

1. The name of the limited liability company is:

Orange Storage, LLC

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

J. Lindsay Builder, Jr.

(Name)

Graham, Clark, Jones, Builder, Pratt & Marks
Third Floor, NationsBank Building
369 North New York Avenue

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

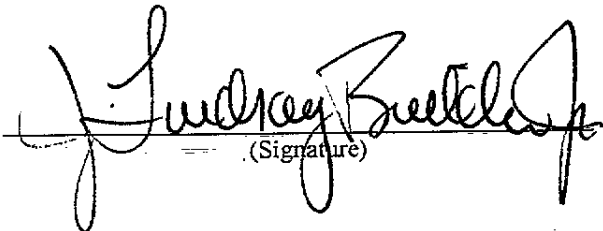
Winter Park, Florida 32790

(City/State/Zip)

97 DEC 22 PM 2:35

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

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)

12/17/97
(Date)

Filing Fee: \$ 35 for Designation of Registered Agent

Secretary of State

Corporations Section

**James K. Polk Building, Suite 1800
Nashville, Tennessee 37243-0306**

ISSUANCE DATE: 12/16/1997
REQUEST NUMBER: 97350044CK0
TELEPHONE CONTACT: (615) 741-6488

CHARTER/QUALIFICATION DATE: 12/11/1997
STATUS: ACTIVE
CORPORATE EXPIRATION DATE: 12/31/2047
CONTROL NUMBER: 0341889
JURISDICTION: TENNESSEE

TO:
GULLETT SANFORD ROBINSON & MARTIN
P.O. BOX 198888

NASHVILLE, TN 37219-8888

REQUESTED BY:
GULLETT SANFORD ROBINSON & MARTIN
P.O. BOX 198888

NASHVILLE, TN 37219-8888

CERTIFICATE OF EXISTENCE

I, RILEY C DARNELL, SECRETARY OF STATE OF THE STATE OF TENNESSEE DO HEREBY CERTIFY THAT

"ORANGE STORAGE, LLC"

A LIMITED LIABILITY COMPANY DULY FORMED UNDER THE LAW OF THIS STATE WITH DATE OF
FORMATION AND DURATION AS GIVEN ABOVE;
THAT ALL FEES, TAXES, AND PENALTIES OWED TO THIS STATE WHICH AFFECT THE
EXISTENCE OF THE LIMITED LIABILITY COMPANY HAVE BEEN PAID;
THAT ARTICLES OF DISSOLUTION HAVE NOT BEEN FILED; AND
THAT ARTICLES OF TERMINATION OF THE EXISTENCE HAVE NOT BEEN FILED.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 DEC 22 PM 2:35

FOR: REQUEST FOR CERTIFICATE

ON DATE: 12/16/97

FROM:
GULLETT SANFORD ROBINSON & MARTIN PLLC
PO BOX 198888

NASHVILLE, TN 37219-8888

	FEES	
RECEIVED:	\$10.00	\$0.00

TOTAL PAYMENT RECEIVED: \$10.00

RECEIPT NUMBER: 00002217065
ACCOUNT NUMBER: 00001396



Riley C Darnell

RILEY C. DARNELL
SECRETARY OF STATE