

19700000898

FIRST COAST, LLC  
P.O. BOX 305  
SAVANNAH, GA 31498

12/11/97

Florida Department of State  
Registration Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

100002377771--6  
-12/19/97-01067-002  
\*\*\*\*320.00 \*\*\*\*285.00

Dear Sirs:

First Coast, Inc. has been transferred to First Coast, LLC under the laws of the state of Georgia. We have enclosed the form required by the Florida Department of State to withdraw First Coast, Inc. along with the \$35 fee associated with this transaction. We have also enclosed the forms required by the Florida Department of State to register First Coast, LLC along with the \$285 filing fee.

FILED  
97 DEC 30 PM 3 55  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

This is a legal transaction only and our operations have not been interrupted. If someone should need to contact a representative of First Coast, LLC please call (912)651-4000 and ask for either Ryan Macdonald or Frank Coslick.

Sincerely,



Ryan Macdonald  
First Coast

Encl.  
cc: FEC

Name	RCB-31
Availability	
Document Examiner	RC
Updater	RC
Updater Verifier	RC
Acknowledgement	RC
W. P. Verifier	RC

FF \$285.00



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

December 19, 1997

RYAN MACDONALD  
FIRST COAST, LLC  
P.O. BOX 3053  
SAVANNAH, GA 31498

SUBJECT: FIRST COAST, LLC  
Ref. Number: W97000028337

FILED  
97 DEC 30 PM 3:55  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

We have received your document for FIRST COAST, LLC and your check(s) totaling \$320.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

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."

The individuals listed need to be titled manager or managing member.,

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) 487-6020.

Tammi Cline  
Document Specialist

Letter Number: 897A00059744

**FIRST COAST, LLC**  
P.O. BOX 3053  
SAVANNAH, GA 31498

FILED  
97 DEC 30 PM 3:55  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

12/29/97

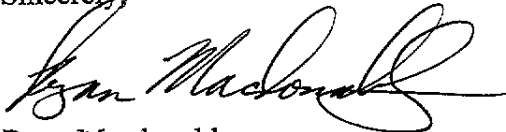
Ms. Tammi Cline  
Registration Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Dear Ms. Cline:

First Coast, Inc. has been transferred to First Coast, LLC under the laws of the State of Georgia. We have previously withdrawn First Coast Container Services, Inc. from the State of Florida. Now, we would like to register First Coast, LLC, doing business as First Coast Container Services, LLC in the State of Florida. Your office has already received the fees for this registration.

This is a legal transaction only and our operations have not been interrupted. If someone should need to contact a representative of First Coast Container Services, LLC please call (912)651-4000 and ask for either Ryan Macdonald or Frank Coslick.

Sincerely,



Ryan Macdonald  
First Coast Cotainer Services, LLC

/rm  
Encl.  
cc: FEC



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

December 19, 1997

RYAN MACDONALD  
FIRST COAST, LLC  
P.O. BOX 3053  
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Tammi Cline  
Document Specialist

Letter Number: 897A00059744

**JOINT CONSENT IN LIEU  
OF A SPECIAL MEETING  
OF THE MEMBERS OF  
FIRST COAST, LLC**

Pursuant to applicable sections of the Georgia Business Code as now exists or may here after be amended, the undersigned, being all the members of First Coast, LLC, a Georgia limited liability company, and affixing their signatures hereto, do hereby consent to and do hereby adopt the following resolutions:

**Resolved**, that the Members have determined that it is in the best interests of the limited liability company to continue its operations in the State of Florida.

**Be it Further Resolved**, that the alternate name under which it will operate in Florida be First Coast Container Services, L.L.C.

**Be it Further Resolved**, that the proper officers and managers of the limited liability company be, and the same hereby are authorized, empowered and directed to do or cause to be done any and all acts and things and to execute and deliver any and all documents in the name and on behalf of the limited liability company which shall effectuate the foregoing resolutions.

The Secretary is directed to file this Consent in the minute book.

**In Witness Whereof** undersigned, Members of the limited liability company, have executed this Consent as of the 29th day of December, 1997.

Stevens Shipping & Terminal Co.

by: 

R. L. Harrison, President

Managing Member of First Coast Container Services, L.L.C.

Atlantic Container Service, Inc.

by: 

E. A. Rubadue, President

Managing Member of First Coast Container Services, L.L.C.

FILED  
DEC 30 PM 3:55  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**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. First Coast Container Services, 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. State of Georgia  
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 58-2343964  
(FEI number, if applicable)
4. 9-2-97  
(Date of Organization)
5. Perpetual  
(Duration: Year limited liability company will cease to exist or "perpetual")
6. 9-2-97  
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 8675 Maritime Street  
Jacksonville, FL 32226  
(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)

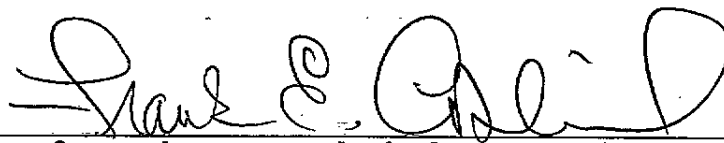
NAME & ADDRESS:	TITLE:	NAME & ADDRESS:	TITLE:
<u>F.E. Coslick</u>	<u>Pres</u>	<u>E.A. Rubadue</u>	<u>VP</u>
<u>P.O. Box 3053</u>	<u>MGRM</u>	<u>124 Prosperity Drive</u>	<u>MGRM</u>
<u>Savannah, GA 31498</u>		<u>Savannah, GA 31408</u>	
<u>R.L. Harrison</u>	<u>Sect</u>	<u>S.G. Miller</u>	<u>Treas</u>
<u>P.O. Box 3053</u>	<u>MGRM</u>	<u>124 Prosperity Drive</u>	<u>MGRM</u>
<u>Savannah, GA 31498</u>		<u>Savannah, GA 31408</u>	
<u>J. Fales</u>	<u>Mgr</u>		
<u>8675 Maritime Street</u>			
<u>Jacksonville, FL 32226</u>			

9. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the Secretary of State or the proper official having custody of records in the state under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

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

The undersigned member or authorized representative of a member of \_\_\_\_\_  
First Coast Container Services, L.L.C. certifies:

- 1) the above named limited liability company has at least two members;
- 2) the total amount of cash contributed by the member(s) is \$ 800,500;
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ 0;  
(A description of the property is attached and made a part hereto.)  
and
- 4) the total amount of cash and property contributed and anticipated to be contributed  
by member(s) is \$ 800,500;  
(This total includes amounts from 2 and 3 above.)



**Signature of a member or an 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.)

Frank E. Coslick

Typed or printed name of signee

FILED  
97 DEC 30 PM 3:55  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**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 TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

First Coast Container Services, L.L.C.

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

Lester E. Francis, Jr.

(Name)

9550 Regency Square Blvd., Suite 1240

Florida street address (P.O. Box **NOT** ACCEPTABLE)

Jacksonville

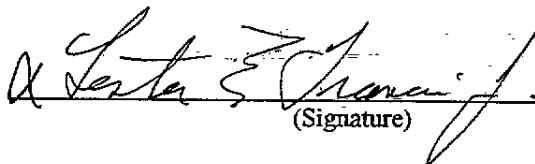
FL

32225

City/State/Zip

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FILED  
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)

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



**Secretary of State  
Corporations Division  
Suite 315, West Tower  
2 Martin Luther King Jr. Dr.  
Atlanta, Georgia 30334-1530**

DOCKET NUMBER : 973380727  
CONTROL NUMBER : 9732085  
DATE INC/AUTH/FILED: 09/02/1997  
JURISDICTION : GEORGIA  
PRINT DATE : 12/04/1997  
FORM NUMBER : 211

HUNTER MACLEAN EXLEY  
JOYCE BATTERSON  
200 E. ST. JULIAN ST.  
SAVANNAH GA 31401

**CERTIFICATE OF EXISTENCE**

I, Lewis A. Massey, the Secretary of State of the State of Georgia, do hereby certify under the seal of my office that

**FIRST COAST, LLC  
A GEORGIA LIMITED LIABILITY COMPANY**

was formed in the jurisdiction stated above or was authorized to transact business in Georgia on the above date. Said entity is in compliance with the applicable filing and annual registration provisions of Title 14 of the Official Code of Georgia Annotated and has not filed articles of dissolution, certificate of cancellation, or any other similar document with the office of the Secretary of State.

This certificate relates only to the legal existence of the above-named entity as of the date issued. It does not certify whether or not a notice of intent to dissolve, an application for withdrawal, a statement of commencement of winding up, or any other similar document has been filed or is pending with the Secretary of State.

This certificate is issued pursuant to Title 14 of the Official Code of Georgia Annotated and is prima-facie evidence that said entity is in existence or is authorized to transact business in this state.

*Lewis A. Massey*  
LEWIS A. MASSEY  
SECRETARY OF STATE

