

M98000000023

CT CORPORATION SYSTEM

1201 Peachtree Street, NE
Atlanta, GA 30361
Tel. 404 888 7796
Fax 404 888 7795

December 31, 1997

Secretary of State
Corporate Records Bureau
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: World Technology Systems, LLC
Order #: 1115138

Counsel: David P. Schoenberg
Balboni Ashley & Schoenberg LLC
3405 Piedmont Road, NE
Suite 275
Atlanta, GA 30305

CM
\$285.00 - PP

400002388394--1
-01/02/98--01069--006
*****52.50 *****52.50

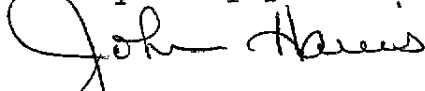
Gentlemen:

As requested by counsel, we enclose for filing Application By Foreign LLC for Authorization on behalf of this corporation, together with funds in payment of the required fees. This document should be filed on an expedited basis.

Evidence of the filing should be returned to this office.

If you have any questions or if for any reason the filing cannot be effected promptly, please notify this office of the details by calling our toll-free number: 800/241-8922.

Very truly yours,



John Harris
Associate Customer Specialist

jh

Enclosure(s)

Special Instructions:

400002388394--1
-01/15/98--01045--002
****232.50 ****232.50

**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. World Technology Systems LLC, limited company
(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. Georgia
(Jurisdiction under the law of which foreign limited liability
company is organized)
3. 58-2146134
(FEI number, if applicable)
4. January 1, 1995
(Date of Organization)
5. December 21, 2025
(Duration: Year limited liability company will cease to exist
or "perpetual")
6. Upon approval
(Date first transacted business in Florida.)
7. 2400 Herodian Drive, Suite 330
Smyrna, Georgia 30080
(Street address of principal office)
8. C T CORPORATION SYSTEM
(Name of the registered agent of foreign limited liability company)
9. c/o C T CORPORATION SYSTEM, 1200 South Pine Island Road,
Plantation, Florida 33324
(Florida registered office address)
10. Name(s), title, and business address(es) of managing member(s) [MGRM] or manager(s) [MGR] who
will manage the foreign limited liability company in Florida: (attach additional page if necessary)

<u>Kent R. Elsbree (MRG)</u>	<u>2400 Herodian Drive, Suite 330</u> <u>Smyrna, GA 30080</u>
<u>Judy Tull (MGR)</u>	<u>2405 Herodian Drive, Suite 330</u> <u>Smyrna, GA 30080</u>

FILED
98 JAN 13 PM 12:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

12/23/97

(Date)

(Signature of a Member or Authorized Representative of a member)

REGISTERED AGENT ACCEPTANCE

Having been named as registered agent and to accept service of process for the above stated foreign limited liability company at the place designated in this certificate pursuant to the provisions of section 608.507, Florida Statutes, 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.

C T Corporation System

By:

Mary R. Adams

(Signature)

Mary R. Adams

(Type Name of Officer)

Assistant Secretary

(Title of Officer)

December 31, 1997

(Date)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 JAN 13 PM 12: 21

FILED

STATE OF GEORGIA
COUNTY OF FULTON

AFFIDAVIT
(Pursuant to Section 608.503, Florida Statutes)

Personally appeared before me, the undersigned attesting Officer, duly-authorized by law to administer oaths,

DAVID P. SCHOENBERG, an individual resident of the State of Georgia

who, being first duly sworn, deposes and upon oath states that:

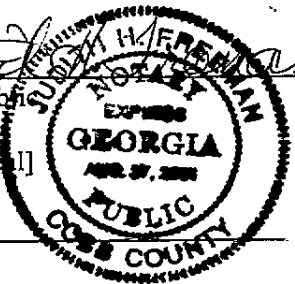
1. I, David P. Schoenberg, am the General Counsel for World Technology Systems, LLC, a Georgia limited liability company ("WTS").
2. WTS was formed with three (3) members on January 1, 1995, and these members continue to be the owners of WTS to this date.
3. The members of World Technology Systems, LLC contributed their ownership interest in World Technology Systems, LLC, a Wyoming limited liability company. The value contributed to WTS by each of the members was agreed upon to be as follows:

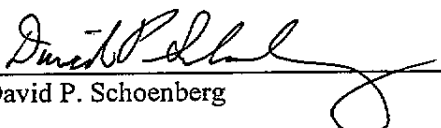
Sun Jet International Marketing, Inc.	\$673,388
Leisure Clubs International, Inc.	\$336,695
Elsbree Family Trust	\$336,695

This is reflected in the WTS audited financial statements for 1995.

Sworn to and subscribed before me
this 31st day of December, 1997.

FILED
98 JAN 13 PM 12:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA


Notary Public
[Notary Seal]
Expires: _____


David P. Schoenberg

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

DOCKET NUMBER : 973530022
CONTROL NUMBER : 9501577
DATE INC/AUTH/FILED: 01/01/1995
JURISDICTION : GEORGIA
PRINT DATE : 12/19/1997
FORM NUMBER : 211

FILED
98 JAN 13 PM 12:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BALBONI ASHLEY & SCHOENBERG
DAVID SCHOENBERG
3475 LENOX ROAD, NE STE. 990
ATLANTA GA 30326

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

**WORLD TECHNOLOGY SYSTEMS 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

