

Law Offices

# HOLLAND & KNIGHT LLP

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Orlando  
San Francisco  
St. Petersburg  
Tallahassee  
Tampa  
Washington, D.C.  
West Palm Beach

February 18, 1998

MARY BETH MCCORMICK  
404-898-8159

Secretary of State - Florida  
Corporate Division - Registration Section  
409 East Gaines Street  
Tallahassee, Florida 32399

800002435538--2  
-02/19/98--01086--001  
\*\*\*\*346.25 \*\*\*\*346.25

Re: Qualification of Baita Retail Development, LLC  
Our File No.: 041749.00203

Dear Sir:

Enclosed you will find the following documentation for the Qualification of the above-referenced limited liability company:

- (1) Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida;
- (2) Certificate of Designation of Registered Agent/Registered Office;
- (3) Affidavit of Membership and Contributions of Foreign Limited Liability Company; and
- (4) Our firm check in the amount of \$346.25 for the filing fee, fee for designation of registered agent, certified copy of application and a certificate of status.

Should you have any questions regarding this application please contact me at the above-referenced number.

Very truly yours,

HOLLAND & KNIGHT LLP

By:

Mary Beth McCormick  
Legal Assistant

/mbm

Enclosure

cc: Mr. William M. Sulzbacher (w/enclosures)  
Donald Kennicott, Esq. (w/o enclosures)

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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. BAITA RETAIL DEVELOPMENT, 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. Georgia  
(Jurisdiction under the law of which foreign limited liability company is organized)
3. \_\_\_\_\_  
(FEI number, if applicable)
4. January 13, 1998  
(Date of Organization)
5. Perpetual  
(Duration: Year limited liability company will cease to exist or "perpetual")
6. February 18, 1998  
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 1777 Northeast Expressway, Suite 145  
Atlanta, Georgia 30329  
(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:
William M. Sulzbacher	
8130 Baymeadow Way West, #302	MGRM
Jacksonville, Florida 32256	
_____	_____
_____	_____
_____	_____
_____	_____
_____	_____
_____	_____
_____	_____

NAME & ADDRESS:	TITLE:
_____	_____
_____	_____
_____	_____
_____	_____
_____	_____
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TALLAHASSEE, FLORIDA

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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.)

**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:

BAITA RETAIL DEVELOPMENT, LLC.

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

William M. Sulzbacher

(Name)

8130 Baymeadows Way, West, Suite 302

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

Jacksonville

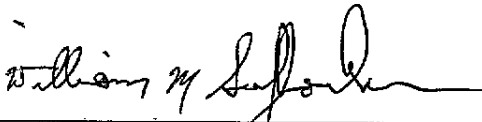
FL

32256

City/State/Zip

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*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)

William M. Sulzbacher

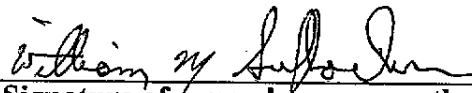
**Filing Fee: \$ 35 for Designation of Registered Agent**

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

The undersigned member or authorized representative of a member of Baita Real Estate  
Development, LLC certifies:

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- 1) the above named limited liability company has at least two members;
- 2) the total amount of cash contributed by the member(s) is \$ 1,000.00;
- 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.)  
and
- 4) the total amount of cash and property contributed and anticipated to be contributed  
by member(s) is \$ 1,000.00;  
(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.)

William M. Sulzbacher

Typed or printed name of signee

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

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

DOCKET NUMBER : 980130884  
CONTROL NUMBER : 9801367  
DATE INC/AUTH/FILED: 01/13/1998  
JURISDICTION : GEORGIA  
PRINT DATE : 01/13/1998  
FORM NUMBER : 211

DONALD KENNICOTT  
HOLLAND & KNIGHT LLP  
1201 W. PEACHTREE ST., STE. 2000  
ATLANTA, GA 30309

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**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

**BAITA RETAIL DEVELOPMENT, 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