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LAW OFFICES

MANIER & HEROD

A TENNESSEE PROFESSIONAL CORPORATION

FIRST UNION TOWER  
SUITE 2200  
150 FOURTH AVENUE NORTH

NASHVILLE, TENNESSEE 37219-2494

TELEPHONE (615) 244-0030

FACSIMILE (615) 242-4203

(615) 742-9472  
DIRECT DIAL NUMBER

jprater@ManierHerod.com  
E-MAIL ADDRESS

SUSAN WEST CAREY  
JOHN E. QUINN  
PAUL L. SPRADER  
LELA M. HOLLABAUGH  
T. RICHARD TRAVIS  
JERRY W. TAYLOR  
C. BENTON PATTON  
WM. LEE HORN  
LAURENN S. DISSPAYNE  
JENNIFER SEGARS JOHNSON  
BRETT A. OESER  
ELLEN FRANCES COUGHLIN  
JAMES H. TUCKER, JR.  
SARAH CASTLE HARDISON  
DANIEL H. PURYEAR  
NICOLE B. CLAYTON

JAMES M. DORAN, JR.  
STEPHEN E. COX  
J. MICHAEL FRANKS  
RANDALL C. FERGUSON  
TERRY L. HILL  
TOMMY C. ESTES  
B. GAIL REESE  
JOHN M. GILLUM  
SAM H. POTEET, JR.  
SAMUEL ARTHUR BUTTS III  
DAVID J. DEMING  
MARK S. LEVAN  
MARY PATY LYNN JETTON  
THOMAS T. PENNINGTON  
H. ROWAN LEATHERS III  
WILLIAM L. PENNY

January 30, 1998

VIA STANDARD FEDERAL EXPRESS

Registration Section  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, Florida 32399

300002433913--4  
-02/18/98--01040--002  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

RE: Corporate Development, LLC

300002433913--4  
-02/18/98--01040--003  
\*\*\*\*\*293.75 \*\*\*\*\*293.75

Dear Sir or Madam:

The enclosed "Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida," "Certificate of Existence," and check in the amount of \$293.75, are submitted to register the above referenced foreign limited liability company to transact business in Florida. This amount also includes the \$8.75 fee for a Certificate of Status. Also enclosed is a check in the amount of \$35.00 for Designation of Registered Agent.

Please file these documents with your office and use the enclosed Standard Federal Express return envelope to send these filed documents to me. Please return all correspondence concerning this matter to me at the following address:

Name	Availability
Document Examiner	DCC
Updater	DCC
Verifier	DCC
Acknowledgement	DCC
P. Verifier	DCC

Jane M. Prater  
Manier & Herod,  
a Tennessee Professional Corporation  
150 Fourth Avenue, North  
Suite 220  
Nashville, Tennessee 37219-2494

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
MAR - 9 PM 1:53

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w98000000 3838

Should you need to contact someone concerning this matter, please call me at (615)742-9472.

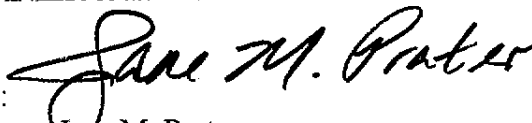
Thank you for your assistance in this regard.

I am,

Very truly yours,

MANIER & HEROD

By:

  
Jane M. Prater,  
Legal Assistant

JMP:jmp  
Enclosures

cc: William Stanford Warren, Sr. (w/o encl.)  
Anthony A. Anderson (w/out encl.)

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January 30, 1998

VIA STANDARD FEDERAL EXPRESS

Ms. Diane Cushing  
Registration Section  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, Florida 32399

RE: Corporate Development of Tennessee, LLC

Dear Diane:

Pursuant to your letter to me of February 20, 1998 (copy enclosed), I am enclosing the Resolution of Managing Members or Managers adopting the name of "Corporate Development of Tennessee, LLC" for use in Florida. I confirmed with your office today that this name is available.

Please file this document with your office and confirm in writing that this corporation is qualified to do business in Florida. Please return all correspondence concerning this matter to me at the following address:

Jane M. Prater  
Manier & Herod,  
a Tennessee Professional Corporation  
150 Fourth Avenue, North  
Suite 220  
Nashville, Tennessee 37219-2494

Florida Division of Corporations  
March 4, 1998  
Page 2

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Should you need to contact someone concerning this matter, please call me at (615)742-9472.

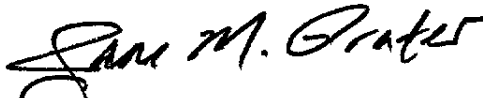
Thank you for your assistance in this regard.

I am,

Very truly yours,

MANIER & HEROD

By:

  
Jane M. Prater,  
Legal Assistant

JMP:jmp

Enclosures

cc: William Stanford Warren, Sr. (w/encl.)  
Mary Paty Lynn Jetton (w/o enc.)



**FLORIDA DEPARTMENT OF STATE**

**Sandra B. Mortham**  
Secretary of State

February 20, 1998

JANE M. PRATER  
MAINER & HEROD  
150 FOURTH AVENUE, NORTH, SUITE 220  
NASHVILLE, TN 37219-2494

**SUBJECT: CORPORATE DEVELOPMENT, LLC**  
Ref. Number: W98000003838

We have received your document for CORPORATE DEVELOPMENT, LLC and your check(s) totaling \$328.75. However, the document has not been filed and is being retained in this office for the following:

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."

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: 598A00009899

## RESOLUTION OF MANAGING MEMBERS OR MANAGERS

I, the undersigned William Stanford Warren,  
(Name)

do hereby certify that this Resolution of the Managing Members or Managers of

Corporate Development, LLC  
(Name of Limited Liability Company)

a limited liability company duly organized and existing under the laws of the State of

Tennessee, was duly adopted on March 4, 19 98.

Be it resolved, that Corporate Development, LLC,  
(Name of Limited Liability Company)

organized and existing in the state of Tennessee, hereby adopts the

name of Corporate Development of Tennessee, LLC for use in Florida

Dated: March 4, 1998

William Stanford Warren, Sr.  
Signature of a Member or an Authorized Representative of a Member

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

98 MAR -9 PM 1:53

# 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. Corporate 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. Tennessee  
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 62-1694986  
(FEI number, if applicable)
4. 6/4/97  
(Date of Organization)
5. Undetermined Year (Not perpetual - see attached)  
(Duration: Year limited liability company will cease to exist or "perpetual")
6. 2/20/98  
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 1420 Donelson Pike, Suite B-9  
Nashville, Tennessee 37217-2927  
(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:
William Stanford Warren, Sr.	Chief Manager		
1420 Donelson Pike Suite B-9 Nashville, TN 37217-2927			

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.)

FILED  
 SECRETARY OF STATE  
 DIVISION OF CORPORATIONS  
 98 MAR -9 PM 1:54

**Attachment to Application by Foreign Limited Liability Company  
for Authorization to Transact Business in Florida**

**CORPORATE DEVELOPMENT, LLC**

**Supplement to Item 5.**

The duration of the Company is until the Company is terminated by the death of any member, retirement of any member, withdrawal of any member, assignment of a member's entire governance rights, acquisition of a member's complete interest by the Company, adjudication of bankruptcy of any member, dissolution of any member, or the occurrence of any other act which would legally disqualify or impede the remaining members from acting hereunder. The remaining members will have the right to continue the business of the Company, but only upon the unanimous consent of the remaining members.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 MAR -9 PM 1:54



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

The undersigned member or authorized representative of a member of Corporate Development,  
-LLC 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 \$ 2,000;

3) if any, the agreed value of property other than cash contributed by member(s) is \$ N/A;  
(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 \$ 2,000  
(This total includes amounts from 2 and 3 above.)

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 MAR -9 PM 1:54

William Stanford Warren, Sr.  
**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 Stanford Warren, Sr.

Typed or printed name of signee

**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:

Corporate Development, LLC

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

Julian Scaff

(Name)

4917 Ratliff Road

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

Callahan,


FL

32011

City/State/Zip

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 MAR -9 PM 1:54

*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 Section

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

ISSUANCE DATE: 01/27/1998  
REQUEST NUMBER: 98027063  
TELEPHONE CONTACT: (615) 741-6488

CHARTER/QUALIFICATION DATE: 06/04/1997  
STATUS: ACTIVE  
CORPORATE EXPIRATION DATE: PERPETUAL  
CONTROL NUMBER: 0332037  
JURISDICTION: TENNESSEE

TO:  
MANIER HEROD HOLLABAUGH & SMITH  
150 4TH AVE N  
NASHVILLE, TN 37219

REQUESTED BY:  
MANIER HEROD HOLLABAUGH & SMITH  
150 4TH AVE N  
NASHVILLE, TN 37219

### CERTIFICATE OF EXISTENCE

I, RILEY C DARNELL, SECRETARY OF STATE OF THE STATE OF TENNESSEE DO HEREBY CERTIFY THAT  
"CORPORATE DEVELOPMENT, 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  
98 MAR -9 PM 1:54

FOR: REQUEST FOR CERTIFICATE

ON DATE: 01/27/98

FROM:  
MANIER HEROD HOLLABAUGH ETC(2200-FIRST U  
2200 FIRST UNION TWR  
150 4TH AVE., NORTH  
NASHVILLE, TN 37219-0000

RECEIVED:	FEES	
	\$10.00	\$0.00
TOTAL PAYMENT RECEIVED:		\$10.00
RECEIPT NUMBER:		00002237397
ACCOUNT NUMBER:		00001319

*Riley C Darnell*

RILEY C. DARNELL  
SECRETARY OF STATE

