



THE UNITED STATES
CORPORATION
COMPANY

M98000000284

ACCOUNT NO. : 072100000032

REFERENCE : 756304 6475A

AUTHORIZATION :

Patricia Pignatelli

COST LIMIT : \$ 346.25

ORDER DATE : March 26, 1998

ORDER TIME : 10:07 AM

ORDER NO. : 756304-005

CUSTOMER NO: 6475A

500002469065--8

CUSTOMER: Pam Keith, Legal Assistant
Atkinson Diner Stone &
1946 Tyler Street

Hollywood, FL 33020

FOREIGN FILINGS

NAME: MSC NAPLES, LLC

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
XX PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christopher Smith

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR 26 PM 1:46

DIVISION OF CORPORATION

98 MAR 26 AM 11:24

RECEIVED

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n/c
3/26/98

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. MSC NAPLES, 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. State of North Carolina
(Jurisdiction under the law of which foreign limited liability company is organized)
3. Applied for
(FEI number, if applicable)
4. March 11, 1998
(Date of Organization)
5. FEB. 24, 2041
(Duration: Year limited liability company will cease to exist or "perpetual")

6. March 30, 1998
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))

7. 702 Oberlin Road, Suite 150
Raleigh, North Carolina 27605

(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>Glenn R. Howell</u>	<u>MGRM</u>		
<u>SAME AS #7</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.)

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98 MAR 25 PM 1:46

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

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DIVISION OF CORPORATIONS
98 MAR 26 PM 1:46

The undersigned member or authorized representative of a member of MSC Naples, 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

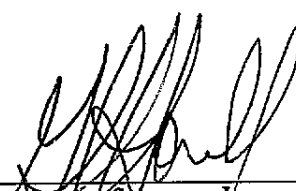
\$ 125,000.

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

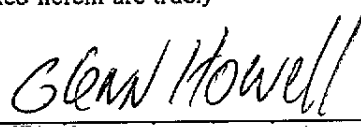
\$ NA;

4) the total amount of cash and property contributed and anticipated to be contributed
by member(s) is
(This total includes amounts from 2 and 3 above.)

\$ 125,000.



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.)



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:

MSC Naples, LLC

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

Adele I. Stone, Esquire

(Name)

1946 Tyler Street

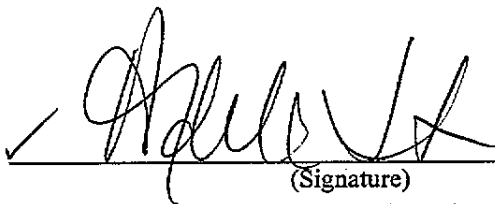
Florida street address (P.O. Box **NOT** ACCEPTABLE)

Hollywood,

FL 33020

City/State/Zip

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

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