



THE UNITED STATES  
CORPORATION  
COMPANY

M98000000309

ACCOUNT NO. : 072100000032

REFERENCE : 756655 81279A

AUTHORIZATION

COST LIMIT : \$ 285.00

*Patricia Pujute*

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 MAR 30 PM 3:12

ORDER DATE : March 26, 1998

ORDER TIME : 2:41 PM

ORDER NO. : 756655-005

CUSTOMER NO: 81279A

CUSTOMER: Charles Bolz, Esq  
John T. Kinsey, P.a.  
Suite 112  
2300 Corporate Boulevard  
Boca Raton, FL 33431

*W48-7036*

900002472639--1

FOREIGN FILINGS

NAME: TEP LANDCO, L.L.C.

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DIVISION OF CORPORATION

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX        PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Glisar

*B/K*  
*3/30/98*

*(6)*



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

March 30, 1998

JEANINE GLISAR  
CSC  
TALLAHASSEE, FL

SUBJECT: TEP LANDCO, L.L.C.  
Ref. Number: W98000007036

**RESUBMIT**

Please give original  
submission date as file date.

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DIVISION OF CORPORATIONS  
88 MAR 30 PM 3:42

We have received your document for TEP LANDCO, L.L.C. and the authorization to debit your account in the amount of \$285.00. However, the document has not been filed and is being returned for the following:

The document must contain the name, title, and business address of each managing member or manager who will manage the foreign limited liability company in the state of Florida. Please insert "MGRM" in the title portion for each managing member and "MGR" in the title portion for each manager.

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) 487-6025.

Cathy A Mitchell  
Corporate Specialist

Letter Number: 198A00016899

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:

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1. TEP LANDCO, 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. Delaware  
(Jurisdiction under the law of which foreign limited liability company is organized)
3. \_\_\_\_\_  
(FEI number, if applicable)
4. November 26, 1997  
(Date of Organization)
5. Perpetual  
(Duration: Year limited liability company will cease to exist or "perpetual")
6. 3-1-98  
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 3300 University Drive  
Coral Springs, FL 33065  
(Street address of principal office)

8. Name(s) and business address(es) of managing member(s) or manager(s) who will manage the foreign limited liability company in Florida: (attach additional page if necessary)

Arthur J. Falcone  
3300 University Drive  
Coral Springs, FL 33065  
MGR

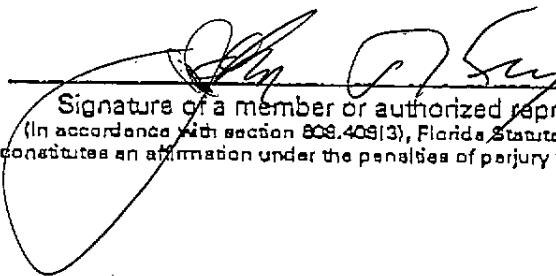
John T. Kinsey,  
2300 Corporate Blvd., Suite 112  
Boca Raton, FL 33065  
MGR

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

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The undersigned member or authorized representative of a member of \_\_\_\_\_  
TEP LANDCO, L.L.C. deposes and says:

- 1) the above named limited liability company has at least two members
- 2) the total amount of cash contributed by the member(s) is \$ 10,000.00
- 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.
- 4) the total amount of cash or property anticipated to be contributed by member(s) is  
\$ 10,000.00. This total includes amounts from 2 and 3 above.

  
\_\_\_\_\_  
Signature of a member or authorized representative of a member.  
(In accordance with section 808.409(3), Florida Statutes, the execution of this affidavit  
constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Filing Fee: \$ 52.50 for Affidavit

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

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PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES,  
THE UNDERSIGNED LIMITED LIABILITY COMPANY, ORGANIZED UNDER THE LAWS OF  
THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE  
REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: TEP LANDCO, L.L.C.

2. The name and address of the registered agent and office is:

John T. Kinsey, P.A.

(Name)

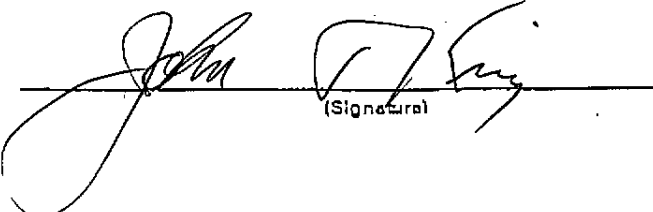
2300 Corporate Blvd., Suite 112

(P.O. Box not acceptable)

Boca Raton, FL 33431

(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)

3/25/98  
(Date)

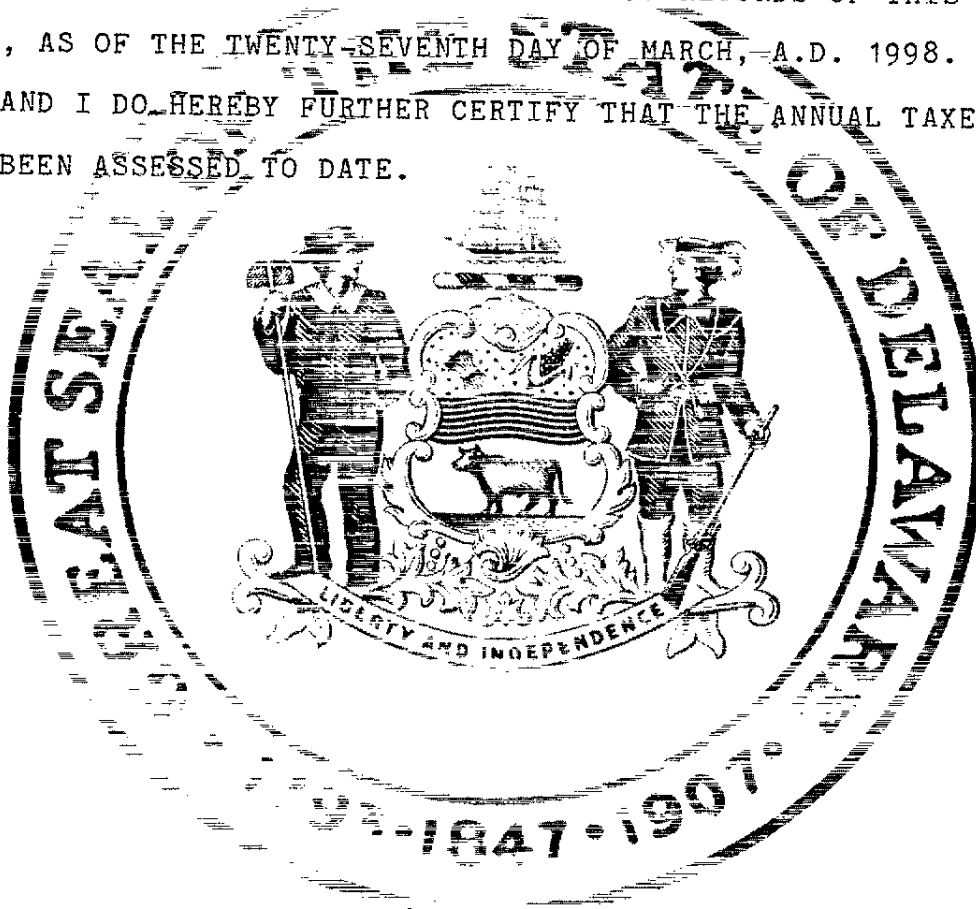
*State of Delaware*  
*Office of the Secretary of State*

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "TEP LANDCO, L.L.C." IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-SEVENTH DAY OF MARCH, A.D. 1998.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.



*Edward J. Freel*

Edward J. Freel, Secretary of State

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AUTHENTICATION: 8997698

DATE: 03-27-98