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April 1, 1998

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Secretary of State of Florida
Registration Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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-04/06/98--01031--002
****285.00 ****285.00

RE: ESL Investments, L.L.C.

CM

Dear Sir or Madam:

Enclosed are the following in connection with ESL Investments, L.L.C.:

1. Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida, with certificate of existence dated March 11, 1998 attached,
2. Affidavit of Membership and Contributions of Foreign Limited Liability Company,
3. Certificate of Designation of Registered Agent/Registered Office, and
4. Mrs. Colquitt's check in the amount of \$285.00.

Please register ESL Investments, L.L.C. in the State of Florida and send verification to me.
Thank you for your assistance.

Sincerely,

Sally Primeaux

Sally Primeaux
for Joseph R. Gilsoul

FILED
98 APR -6 PM 1:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Enclosures

G:\USERS\SALLY\COLQUITT\Investments L.L.C.\FL SecState-llr.wpd

**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. ESL Investments, 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. Louisiana
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 72-1400743
(FEI number, if applicable)
4. October 20, 1997
(Date of Organization)
5. 50 years
(Duration: Year limited liability company will cease to exist or "perpetual")
6. March, 1998
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, Tallahassee, Florida))
7. 6222 Kathy Lane
Shreveport, LA 71105
(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:

Ethel K. Colquitt

MGRM

6222 Kathy Lane

Shreveport, LA 71105

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.)

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

The undersigned member or authorized representative of a member of _____

ESL Investments, L.L.C. certifies:

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98 APR -8 PM 2:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1) the above named limited liability company has at least two members;

2) the total amount of cash contributed by the member(s) is \$ 3,000.00;

3) if any, the agreed value of property other than cash contributed by member(s) is \$168,000.00;
(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 \$171,000.00
(This total includes amounts from 2 and 3 above.)

Ethel K. Colquitt

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.)

Ethel K. Colquitt

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:

ESL Investments, L.L.C.

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

Lawrence P. Bush

(Name)

150 Northeast Eglin Parkway

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

Fort Walton Beach

FL

32548

City/State/Zip

98 APR -8 PM 2:00
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

UNITED STATES OF AMERICA
State of Louisiana

Box McKeithen
SECRETARY OF STATE

As Secretary of State, of the State of Louisiana, I do hereby Certify that
the Articles of Organization of

ESL INVESTMENTS, L.L.C.

Domiciled at SHREVEPORT, LOUISIANA,

Were filed in this Office and a Certificate of Organization
was issued on October 28, 1997,

I further certify that no Certificate of Dissolution has
been issued.

FILED
98 APR -8 PM 2:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*In testimony whereof, I have hereunto set
my hand and caused the Seal of my Office
to be affixed at the City of Baton Rouge on,*

March 11, 1998

Box McKeithen

CGR

Secretary of State

