

**CORPORATE
ACCESS,
INC.**

M98000000360

1116-D Thomasville Road . Mount Vernon Square . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (850) 222-2666 or (800) 969-1666 . Fax (850) 222-1666

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G.S.

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FILING

Foreign LC

1.) **Hyperion³ LLC**
(CORPORATE NAME & DOCUMENT #)

2.) _____
(CORPORATE NAME & DOCUMENT #)

9000002491879-0

**04/17/98 01025 007
****293.75 ****293.75**

3.) _____
(CORPORATE NAME & DOCUMENT #)

4.) _____
(CORPORATE NAME & DOCUMENT #)

5.) _____
(CORPORATE NAME & DOCUMENT #)

Cathy Slayman **GAVE**

6.) _____
(CORPORATE NAME & DOCUMENT #)

AUTHORIZATION BY PHONE TO

7.) _____
(CORPORATE NAME & DOCUMENT #)

CORRECT #6

DATE 5/12/98

DCC. EXAM

8.) _____
(CORPORATE NAME & DOCUMENT #)

9.) _____
(CORPORATE NAME & DOCUMENT #)

10.) _____
(CORPORATE NAME & DOCUMENT #)

SPECIAL INSTRUCTIONS

**br 17
4/10/98**

**FILED
DIVISION OF CORPORATIONS
SECRETARY OF STATE
98 APR 17 AM 10:35
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SECRETARY OF STATE
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**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. HYPERION³ LLC
(Name of foreign limited liability company must end with the words "limited company" or their abbreviation "L.C." if so contained in the name at present.)
2. Tennessee
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 62-1694957
(FEI number, if applicable)
4. June 13, 1997
(Date of Organization)
5. June 13, 2047
(Duration: Year limited liability company will cease to exist or "perpetual")
6. January 1, 1998
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 102 Woodmont Boulevard, Suite 350
Nashville, Tennessee 37205
(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:

Dan L. McLaren
102 Woodmont Blvd.
Suite 350
Nashville, TN 37205

Chief
Manager
(MGRM for Florida Secretary of State purposes only)

Derek McLaren
102 Woodmont Blvd.
Suite 350
Nashville, TN 37205

Secretary
(MGRM for Florida Secretary of State purposes only)

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 HYPERION³ 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 \$1,003.00;
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ -0-;
(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 \$1,003.00;
(This total includes amounts from 2 and 3 above.)

Dan McLaren *Chief manager*

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.)

Dan L. McLaren

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:

HYPERION³ LLC

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

NRAI Services, Inc.

(Name)

526 E. Park Avenue

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

Tallahassee

FL 32301

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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**Secretary of State
Corporations Section**

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

ISSUANCE DATE: 03/24/1998
REQUEST NUMBER: 980830201
TELEPHONE CONTACT: (615) 741-6488

CHARTER/QUALIFICATION DATE: 06/13/1997
STATUS: ACTIVE
CORPORATE EXPIRATION DATE: 06/13/2047
CONTROL NUMBER: 0332562
JURISDICTION: TENNESSEE

TO:
BAKER DONELSON BEARMAN & CALDWELL
511 UNION ST

NASHVILLE, TN 37219

REQUESTED BY:
BAKER DONELSON BEARMAN & CALDWELL
511 UNION ST

NASHVILLE, TN 37219

CERTIFICATE OF EXISTENCE

I, RILEY C DARNELL, SECRETARY OF STATE OF THE STATE OF TENNESSEE DO HEREBY CERTIFY THAT
"HYPERION3 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 THE MOST RECENT LIMITED LIABILITY ANNUAL REPORT REQUIRED HAS BEEN FILED;
THAT ARTICLES OF DISSOLUTION HAVE NOT BEEN FILED; AND
THAT ARTICLES OF TERMINATION OF THE EXISTENCE HAVE NOT BEEN FILED.

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FOR: REQUEST FOR CERTIFICATE

ON DATE: 03/24/98

FROM:
BAKER DONELSON BEARMAN ETC (NASHVILLE)
511 UNION ST
SUITE 1700
NASHVILLE, TN 37219-0000

RECEIVED: FEES \$10.00 \$0.00
TOTAL PAYMENT RECEIVED: \$10.00

RECEIPT NUMBER: 00002275404
ACCOUNT NUMBER: 00208389



Riley C Darnell

RILEY C. DARNELL
SECRETARY OF STATE