

m98000000529

WITHROW

McQUADE

OLSEN

ATTORNEYS AT LAW

May 22, 1998

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

000002535580-1
-05/26/98-01111-006
****293.75 ****293.75

Re: TSO Volusia, LLC, a Georgia limited liability company (the "Company")

Dear Sir or Madam:

I am enclosing the following in application to register the above-referenced Company to transact business in Florida:

- (i) Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida;
- (ii) Affidavit of Membership and Contributions of Foreign Limited Liability Company;
- (iii) Certificate of Designation of Registered Agent/Registered Office naming Corporation Service Company as the registered agent of the Company in Florida;
- (iv) Original Certificate of Existence of the Company dated May 21, 1998; and
- (iv) a check in the amount of \$293.75 in payment of the filing fees for registration and for a Certificate of Status.

FILED
98 MAY 26 AM 9:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Please process the enclosed and send a letter of acknowledgment, along with a Certificate of Status, to me at the address listed below upon registration of the Company to transact business in Florida. If you have any questions, please do not hesitate to contact me.

Name	5/27/98
Availability	dec
Document Examiner	DUC
Printer	DUC
Enclosures	
Verify	Mr. A. Boyd Simpson (w/ encl.)
Acknowledgement	Mr. Christopher D. Hardy (w/ encl.) Scott C. Withrow, Esq. (w/o encl.)
W. P. Telephone	DUC

404.814.0200

Sincerely,

Sarah E. Ratliff

Sarah E. Ratliff
Paralegal

m98000000529

WITHROW, McQUADE & OLSEN, LLP

3379 PEACHTREE ROAD, N.E., SUITE 970, ATLANTA, GEORGIA 30326

e-mail: wmo@atl.mindspring.com
<http://www.atl.mindspring.com/~wmo/homepage.html>

FACSIMILE
404.814.0009

**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. TSO Volusia, 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. Georgia

(Jurisdiction under the law of which foreign limited liability company is organized)

3. applied for

(FEI number, if applicable)

4. 5/13/98

(Date of Organization)

5. perpetual

(Duration: Year limited liability company will cease to exist or "perpetual")

6. N/A

(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.15(5).))

7. 600 West Peachtree Street, Suite 600

Atlanta, Georgia 30308

(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:

TSO DEL, LLC

MGRM

600 W. Peachtree St.

Suite 1850

Atlanta, GA 30308

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
98 MAY 26 AM 9:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

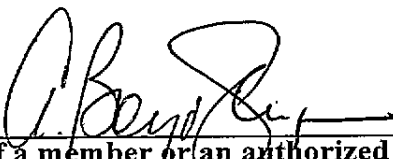
The undersigned member or authorized representative of a member of TSO Volusia, LLC
_____ certifies:

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

2) the total amount of cash contributed by the member(s) is \$3,500,000.00

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 \$3,500,000.00
(This total includes amounts from 2 and 3 above.)



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.)

FILED
98 MAY 26 AM 9:30
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

A. Boyd Simpson, Manager, TSO DEL, LLC, Manager TSO Volusia, LLC

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:

TSO Volusia, LLC

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

Corporation Service Company
(Name)

1201 Hays Street
Florida street address (P.O. Box NOT ACCEPTABLE)

Tallahassee FL 32301
City/State/Zip

FILED
98 MAY 26 AM 9:30
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.

Rachel Searcy
Asst. Secy. (Signature)

Filing Fee: \$ 35 for Designation of Registered Agent

Secretary of State
Corporations Division
Suite 315, West Tower
2 Martin Luther King Jr. Dr.
Atlanta, Georgia 30334-1530

DOCKET NUMBER : 981410360
CONTROL NUMBER : 9818911
DATE INC/AUTH/FILED: 05/13/1998
JURISDICTION : GEORGIA
PRINT DATE : 05/21/1998
FORM NUMBER : 211

WITHROW, MCQUADE & OLSEN
SARAH E RATLIFF
3379 PEACHTREE RD NE STE 970
ATLANTA, GA 30326

CERTIFICATE OF EXISTENCE

I, Lewis A. Massey, the Secretary of State of the State of Georgia,
do hereby certify under the seal of my office that

TSO VOLUSIA, LLC

A GEORGIA LIMITED LIABILITY COMPANY

was formed in the jurisdiction stated above or was authorized to
transact business in Georgia on the above date. Said entity is in
compliance with the applicable filing and annual registration
provisions of Title 14 of the Official Code of Georgia Annotated
and has not filed articles of dissolution, certificate of
cancellation or any other similar document with the office of the
Secretary of State.

This certificate relates only to the legal existence of the above-
named entity as of the date issued. It does not certify whether
or not a notice of intent to dissolve, an application for
withdrawal, a statement of commencement of winding up or any other
similar document has been filed or is pending with the Secretary
of State.

This certificate is issued pursuant to Title 14 of the Official
Code of Georgia Annotated and is prima-facie evidence that said
entity is in existence or is authorized to transact business in
this state.



Lewis A. Massey

Lewis A. Massey
Secretary of State

FILED
98 MAY 26 9 30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA