

Document Number Only

M98000000586

CT CORPORATION SYSTEM

660 EAST JEFFERSON STREET

Requestor's Name
TALLAHASSEE, FL 32301

Address
222-1092

City State Zip Phone

CORPORATION(S) NAME

MARINA GP, LLC

900002553189--9
-06/09/98--01083--013
****285.00 ****285.00

RECEIVED
98 JUN -9 AM 11:47
DIVISION OF CORPORATIONS

- () Profit
() NonProfit
(X) Limited Liability Co.
(X) Foreign
() Annual Report
() Name Registration
() Fictitious Name
() Photo Copies
() Call When Ready
● Walk In
() Mail Out
- () Amendment
() Dissolution/Withdrawal
() Other
() Change of R.A.
() UCC
() CUS
() Call if Problem
() Will Wait
- () Merge
() Mark
() Other
() After 4:30
● Pick Up

Name Availability
Document Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

JUN 09 1998

Thanks,
Jeff

98 JUN -9 PM 1:14

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DIVISION OF CORPORATIONS

**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. Marina GP, 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. Tennessee

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

3. Applied For

(FEI number, if applicable)

4. June 8, 1998

(Date of Organization)

5. Perpetual

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

6. June 9, 1998

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

7. 424 Church Street, Suite 2800

Nashville, Tennessee 37219

(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:

See 1 in Addendum

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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Addendum

1. Name: William S. Wardrop, Jr.
Title: MGR
c. 3050 Post Oak Blvd., Suite 400, Houston, TX 77056

Name: Lisa House
Title: MGR
c. 201 Fourth Avenue North, Suite 1230, Nashville, TN 37219

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

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The undersigned member or authorized representative of a member of Marina GP, 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 \$ 100.00 ;
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ 0.00 ;
(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 \$ 100.00 .
(This total includes amounts from 2 and 3 above.)



Signature of a member or 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.)

Robert R. Campbell, Jr., Attorney-in-Fact

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:

Marina GP, LLC

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

C T CORPORATION SYSTEM

(Name)

1200 South Pine Island Road

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

Plantation FL 33324

(City/State/Zip)

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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.

C T CORPORATION SYSTEM

CONNIE BRYAN
SPECIAL ASSISTANT SECRETARY

Connie Bryan
(Signature)

Filing Fee: \$ 35 for Designation of Registered Agent

Secretary of State

Corporations Section

James K. Polk Building, Suite 1800

Nashville, Tennessee 37243-0306

ISSUANCE DATE: 06/08/1998
REQUEST NUMBER: 98159131
TELEPHONE CONTACT: (615) 741-6488

CHARTER/QUALIFICATION DATE: 06/08/1998
STATUS: ACTIVE
CORPORATE EXPIRATION DATE: PERPETUAL
CONTROL NUMBER: 0352199
JURISDICTION: TENNESSEE

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TO:
STOKES & BARTHOLOMEW PA
424 CHURCH STREET
SUITE 2800
NASHVILLE, TN 37219

REQUESTED BY:
STOKES & BARTHOLOMEW PA
424 CHURCH STREET
SUITE 2800
NASHVILLE, TN 37219

CERTIFICATE OF EXISTENCE

I, RILEY C DARNELL, SECRETARY OF STATE OF THE STATE OF TENNESSEE DO HEREBY CERTIFY THAT

"MARINA GP, 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 ARTICLES OF DISSOLUTION HAVE NOT BEEN FILED; AND
THAT ARTICLES OF TERMINATION OF THE EXISTENCE HAVE NOT BEEN FILED.

FOR: REQUEST FOR CERTIFICATE

ON DATE: 06/08/98

FROM:
STOKES & BARTHOLOMEW (424 CHURCH STREET)
424 CHURCH STREET
28TH FLOOR
NASHVILLE, TN 37219-0000

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

RECEIPT NUMBER: 00002323168
ACCOUNT NUMBER: 00001566



Riley C Darnell

RILEY C. DARNELL
SECRETARY OF STATE