



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 854047 5315A

AUTHORIZATION :

Patricia Pizeto

COST LIMIT : \$ 337.50

ORDER DATE : June 12, 1998

ORDER TIME : 10:21 AM

ORDER NO. : 854047-005

CUSTOMER NO: 5315A

CUSTOMER: Ms. Lori Jones
Trenam Kemker Scharf Barkin
2700 Barnett Plaza
101 East Kennedy Boulevard
Tampa, FL 33602

FILED
98 JUN 12 PM 4:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

500002558315--9

FOREIGN FILINGS

NAME: S&A FEE PROPERTIES SPE 1,
L.L.C.

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Lynette Coleman

M98-625

Name	<i>OR 6-15</i>
Availability	<i>OR 6-15</i>
Document Examiner	<i>OR</i>
Updater	<i>OR</i>
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Acknowledgement	<i>OR</i>
W. P. Verifier	<i>OR</i>

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DIVISION OF CORPORATION



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

June 12, 1998

LYNETTE COLEMAN
CSC
TALLAHASSEE, FL

SUBJECT: S&A FEE PROPERTIES SPE 1, L.L.C.
Ref. Number: W98000013570

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We have received your document for S&A FEE PROPERTIES SPE 1, L.L.C. and the authorization to debit your account in the amount of \$337.50. However, the document has not been filed and is being retained for the following:

The affidavit must set forth the amount of the cash and a description and the agreed value of property other than cash contributed by the members, and the amount anticipated to be contributed by the members.

A description of the property must be included.,

If you have any questions concerning the filing of your document, please call (850) 487-6020.

Tammi Cline
Document Specialist

Letter Number: 198A00033010

**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. S&A Fee Properties SPE 1, 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. N/A
(FEI number, if applicable)
4. June 5, 1998
(Date of Organization)
5. June 30, 2018
(Duration: Year limited liability company will cease to exist or "perpetual")
6. June 15, 1998 anticipated
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 6500 International Parkway
Plano, Texas 75093
(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:
<u>Eugene Caldwell</u>	<u>MGR</u>	<u></u>	<u></u>
<u>6500 International Pkwy.</u>		<u></u>	
<u>Plano, Texas 75093</u>		<u></u>	
<u>Todd M. Watson</u>	<u>MGR</u>	<u></u>	<u></u>
<u>6500 International Pkwy.</u>		<u></u>	
<u>Plano, Texas 75093</u>		<u></u>	
<u>S&A Properties Corp.</u>	<u>MGRM</u>	<u></u>	<u></u>
<u>6500 International Pkwy.</u>		<u></u>	
<u>Plano, Texas 75093</u>		<u></u>	

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

The undersigned member or authorized representative of a member of _____
S&A Fee Properties SPE 1, 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 \$ 0
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ 12,212,914
A description of the property is attached and made a part hereto.
- 4) the amount of cash or property anticipated to be contributed by member(s) is \$ 12,212,914
This total includes amounts from 2 and 3 above.
- 5) the total amount of cash or property anticipated to be contributed by member(s) is \$ 12,212,914

James R. Watson, authorized representative
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.)

Filing Fee: \$250.00 for Application and Affidavit

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**Attachment to Affidavit of Membership and Contributions of Foreign Limited Liability
Company for S&A Fee Properties SPE 1, LLC**

3) Description of the property is:

Improved Commercial Real Estate

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TALLAHASSEE, FLORIDA

**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 IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

S&A Fee Properties SPE 1, L.L.C.

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

CORPORATION SERVICE COMPANY

(Name)

1201 Hays Street

(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)

Tallahassee, FL 32301

(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.

Gail A. Healy
(Signature)

6-12-98
(Date)

Filing Fee: \$ 35 for Designation of Registered Agent

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 "S&A FEE PROPERTIES SPE1, 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 NINTH DAY OF JUNE, A.D. 1998.

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

2871547 8300

981221872



9128393
06-09-98
Edward J. Freel
Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE: