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July 1, 1998

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

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-07/13/98--01131-003
****346.25 ****346.25

Re: Application of Mary Starnes' Shop, L.L.C., a Mississippi L.L.C., for
authorization to do business in the State of Florida

Dear Ladies & Gentlemen:

Please find enclosed (1) Application by Foreign Limited Liability Company (Mary Starnes' Shop, L.L.C.) for authorization to transact business in Florida, accompanied by (2) Affidavit of Membership and Contributions of Foreign Limited Liability Company, duly signed by a member of the L.L.C., and also accompanied by (3) Certificate of Designation of Registered Agent/Registered Office, duly signed by Beth McCabe, the duly-appointed Registered Agent, and (4) the original Certificate of Existence of the State of Mississippi, Secretary of State's Office.

Also find enclosed check in the sum of \$346.25 to cover the following:

Filing Fee for Application and Affidavit
Designation of Registered Agent
Certified copy
Certificate of Status
TOTAL:

Name	MAH
Availability	MAH
Document Examiner	MAH
Updater	MAH
Updater Verifier	MAH
Acknowledgement	MAH
V. P. Verifier	MAH

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\$250.00
35.00
52.50
8.75
\$346.25

Enclosed is a check payable to the Florida Department of State for \$346.25.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUL 13 11:14 AM

ARMSTRONG ALLEN PREWITT GENTRY JOHNSTON & HOLMES, PLLC

July 1, 1998

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Please file this L.L.C. Authorization and Application, etc. and forward to me the Certified Copy and Certificate of Status, etc. If you have any questions, please contact me at (901) 523-8211.

With best regards, I remain,

Very truly yours,

A handwritten signature in black ink, appearing to read "Richard H. Allen". The signature is fluid and cursive, with the first name "Richard" being more prominent.

Richard H. Allen

RHA/cjl

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DIVISION OF CORPORATIONS
98 JUL 13 AM 11:41

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. MARY STARNES' SHOP, 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. Mississippi
(Jurisdiction under the law of which foreign limited liability company is organized)
3. To be assigned
(FEI number, if applicable)
4. June 17, 1998
(Date of Organization)
5. 2022
(Duration: Year limited liability company will cease to exist or "perpetual")
6. When the Limited Liability Company is issued a Florida Certificate of Authority.
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 4141 Indian Bayou, North
Destin, Florida 32541
(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:
Mary Starnes King,			
Trustee	MGR		
4134 Minden Road			
Memphis, TN 38117			

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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.)

State of Mississippi

Secretary of State's Office

Eric Clark

Secretary of State
Jackson, Mississippi

CERTIFICATE

I, ERIC CLARK, Secretary of State of the State of Mississippi, and as such the legal custodian of the records as required by The Mississippi Limited Liability Company Act to be filed in my office do hereby certify that:

MARY STARNES' SHOP, L.L.C.

Formed June 17, 1998

A Mississippi Limited Liability Company has filed the necessary documents in this office and has obtained a certificate of formation under the provisions of The Mississippi Limited Liability Company Act as shown by the records in this office.

That the registered office of said Limited Liability Company is located at:

340 CEDAR HILL RD
HOLLY SPRINGS MS 38635

and that the registered agent at that address is:

ROBERT HURDLE

I further certify that said Limited Liability Company has paid the fees for filing the above papers required by law as shown by the records of this office and that said Limited Liability Company is in good standing to do business in Mississippi at this time.

Given under my hand
and seal of office
June 17, 1998

Eric Clark

ERIC CLARK,
Secretary of State



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**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:

MARY STARNES' SHOP, L.L.C.

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

Beth McCabe

(Name)

4141 Indian Bayou, North

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

Destin

FL

32541

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.

Beth McCabe
(Signature)

6-24-98
(Date)

Filing Fee: \$ 35 for Designation of Registered Agent

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

The undersigned member ~~or authorized representative of a member~~ of _____
MARY STARNES' SHOP, L.L.C. certifies:

- 1) the above named limited liability company has at least two members;
- 2) the total amount of cash ^{/presently anticipated to be} contributed by the member(s) is \$ 100,000 /or more
- 3) if any, the agreed value of property other than cash ^{/to be} 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 ^{/presently} contributed and anticipated to be contributed
by member(s) is \$ 100,000.00
(This total includes amounts from 2 and 3 above.)

+ Mary Starnes King, Trustee
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.)

Mary Starnes King, Trustee

Typed or printed name of signee

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Filing Fee: \$250.00 for Application and Affidavit