

m98000000778

LAW OFFICES

SALES, GOODLOE & GOLDEN, LLP

ATLANTA OFFICE:

SUNTRUST PLAZA, SUITE 4320
303 PEACHTREE STREET, N.E.
ATLANTA, GEORGIA 30308

TELEPHONE: (404) 577-7500
TELECOPIER: (404) 577-7535
INTERNET: sggatl@mindspring.com

MIAMI OFFICE:

COURVOISIER CENTRE II, SUITE 705
601 BRICKELL KEY DRIVE
MIAMI, FL 33131

TELEPHONE: (305) 377-0909
TELECOPIER: (305) 377-1771

CHICAGO OFFICE:

SUITE 300
222 NORTH LA SALLE STREET
CHICAGO, ILLINOIS 60601-1081

TELEPHONE: (312) 704-3970
TELECOPIER: (312) 704-3001
INTERNET: harding917@aol.com

July 9, 1998

VIA OVERNIGHT DELIVERY

Florida Department of State
Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

Dear Sir or Madam:

SUBJECT: AIRIS MIAMI, LLC

Enclosed please find the Application and Affidavit for qualifying the above referenced foreign limited liability company to do business in the state of Florida. Also included is an original Certificate of Existence from the State of Nevada, our filing fee in the amount of \$250, and the Certificate of Designation of Registered Agent (with \$35 fee).

Please send the letter of acknowledgment to the undersigned at the above Atlanta address. Should you have any questions or problems, please contact the undersigned immediately.

Sincerely,

P. Fearonce-Brazil

Pier Fearonce-Brazil

Name	Legal Assistant
Availability	
Document Examiner	LC
Updater	DCC
Updater Verifier	DCC
Acknowledgment	DCC
W. P. Verifier	DCC

600002585526--7

-07/10/98--01080--001
*****250.00 *****250.00

600002585526--7

-07/10/98--01080--002
*****35.00 *****35.00

FILED
98 JUL 17 PM 2:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FF \$285.00

m98000000778

w980000015776



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

July 13, 1998

PIER FEARONCO-BRAZIL
SALES GOODLOE & GOLDEN, LLP
303 PEACHTREE STREET, N.E., STE 4320
ATLANTA, GA 30308

SUBJECT: AIRIS MIAMI, LLC
Ref. Number: W98000015776

We have received your document for AIRIS MIAMI, LLC and your check(s) totaling \$285.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain the name, title, and business address of each managing member or manager who will manage the foreign limited liability company in the state of Florida. Please insert "MGRM" in the title portion for each managing member and "MGR" in the title portion for each manager.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6913.

Diane Cushing
Corporate Specialist

Letter Number: 498A00037176

**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. AIRIS MIAMI, 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. NEVADA
(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. May 1, 2028
(Duration: Year limited liability company will cease to exist or "perpetual")
6. June 8, 1998
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 646 Kentucky Street
Scottsdale, Georgia 30079
(Street address of principal office)
8. List name, title, and business address of each managing member[MGRM] or manager[MGRM] who will manage the foreign limited liability company in Florida: (attach additional page if necessary)

NAME & ADDRESS:	TITLE:	NAME & ADDRESS:	TITLE:
<u>David C. Garrett, III</u>	<u>Pres.,</u>	<u>John G. Dixon</u>	<u>Asst. Secty,</u>
<u>646 Kentucky St.</u>	<u>MGRM</u>	<u>646 Kentucky St.</u>	<u>MGRM</u>
<u>Scottsdale, GA 30079</u>		<u>Scottsdale, GA 30079</u>	
<u>Ronald D. Factor</u>	<u>VP/Treas.</u>		
<u>Suite 4550</u>	<u>Asst. Secty,</u>		
<u>1100 Louisiana St.</u>	<u>MGRM</u>		
<u>Houston, TX 77002</u>			
<u>Brian Cochran</u>	<u>VP/Secty,</u>		
<u>Suite 254</u>	<u>MGRM</u>		
<u>6150 W. Century Blvd.</u>			
<u>Los Angeles, CA 90045</u>			


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 _____
AIRIS MIAMI, 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) if any, the agreed value of property other than cash contributed by member(s) is _____
(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 _____
(This total includes amounts from 2 and 3 above.)

FILED
98 JUL 17 PM 2:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
\$ 10,000,000.



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.)

Stephen H. Goodloe, General Counsel

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

1. The name of the limited liability company is: Airis Miami, LLC

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

C T CORPORATION SYSTEM
(Name)

c/o C T CORPORATION, 1200 South Pine Island Road,
(P.O. Box not acceptable)

Plantation, Florida 33324
(City/State/Zip)

FILED
98 JUL 17 PM 2:05
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.

C T CORPORATION SYSTEM

Mary R. Adams
(Signature)

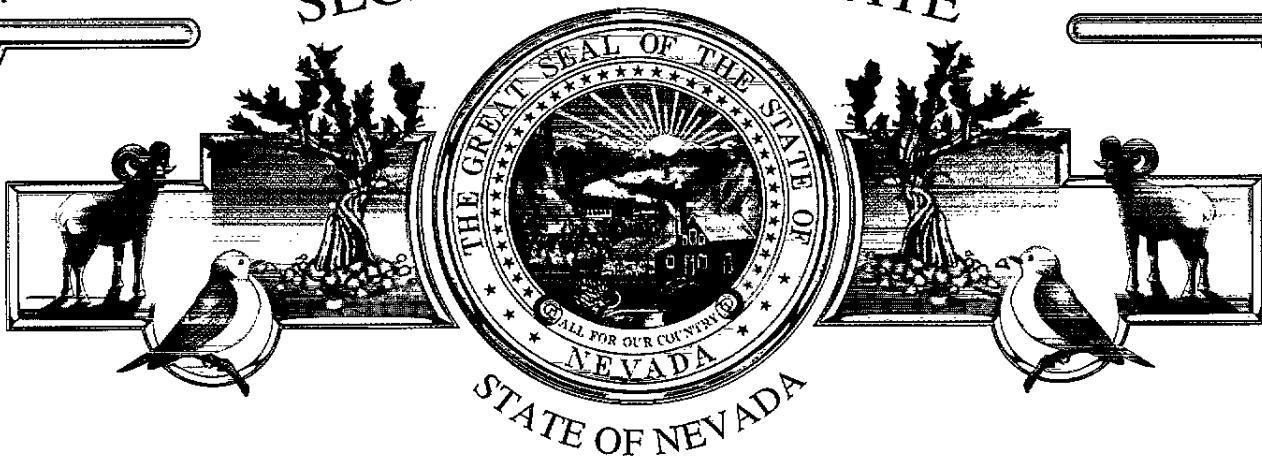
July 8, 1998

(Date)

**MARY R. ADAMS
ASSISTANT SECRETARY**

FILING FEE: \$ 35 for Designation of Registered Agent

SECRETARY OF STATE



CERTIFICATE OF EXISTENCE WITH STATUS IN GOOD STANDING

I, DEAN HELLER, the duly elected and qualified Nevada Secretary of State, do hereby certify that I am, by the laws of said State, the custodian of the records relating to filings by corporations, limited-liability companies, limited partnerships, and limited liability partnerships pursuant to Title 7 of the Nevada Revised Statutes which are either presently in a status of good standing or were in good standing for a time period subsequent of 1976 and am the proper officer to execute this certificate.

I further certify that the records of the Nevada Secretary of State, at the date of this certificate, evidence, **AIRIS MIAMI, LLC** as a limited-liability company organized under the laws of Nevada and existing under and by virtue of the laws of the State of Nevada since June 8, 1998 and is in good standing in this state.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office, in Carson City, Nevada, on June 23, 1998.



Dean Heller

Secretary of State

By

Lisa Roper

Certification Clerk

FILED
98 JUN 17 PM 2:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA