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PAGE, MANNINO, PERESICH, DICKINSON & McDERMOTT
A PROFESSIONAL LIMITED LIABILITY COMPANY

ATTORNEYS AT LAW

MARKHAM BUILDING

2301 - 14TH STREET, SUITE 600

P. O. BOX 660

GULFPORT, MISSISSIPPI 39501

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July 13, 1998

BILOXI OFFICE
759 VIEUX MARCHE MALL
P. O. DRAWER 289
BILOXI, MS 39533
TELEPHONE: (228) 374-2100
TELECOPIER: (228) 432-5539

VIA AIRBORNE EXPRESS

Florida Secretary of State
Division of Corporations
409 Gaines Street
Tallahassee, Florida 32399

400002588714--8
-07/14/98--01079--001
*****285.00 *****285.00

RE: TELLUS TWO, LLC

Dear Madames/Sirs:

Enclosed please find the following documents regarding the above-referenced Mississippi limited liability company: 1) Application by Foreign Limited Liability Company For Authorization to Transact Business in Florida; 2) Affidavit of Membership and Contributions of Foreign Limited Liability Company; 3) Certificate of Existence issued by the State of Mississippi; 4) Certificate of Designation of Registered Agent/Registered Office; and 5) A check made payable to your Secretary of State in the amount of \$285.00, representing payment of the \$250.00 Application and Affidavit fee, and payment of the \$35.00 Designation of Registered Agent fee.

Please forward us stamped "Filed" copies of the abovementioned documents in the self-addressed Airborne Express envelope provided herewith. If you should have any questions or comments in connection with this matter, please do not hesitate to contact us.

Sincerely yours,

**PAGE, MANNINO, PERESICH,
DICKINSON & McDERMOTT, P.L.L.C.**

S. Jackson
Sandy L. Jackson, Paralegal

Extension: 132

GAVE

AUTHORIZATION BY PHONE TO

add Upon Qualification
* to mail re cert. to be sig

DATE 7/13/98

DOC. EXAM. dcc

| | |
|-----------------|-----------------|
| Name | 7/13/98 |
| Availability | dcc |
| Document | DCC |
| Number | 228 |
| Water | DCC |
| Veri-tyer | DCC |
| Acknowledgement | DCC |
| Enclosures | DCC |
| W. P. Verifier | DCC |
| cc. | T. Davis Gordon |

m98000000830



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

July 15, 1998

JIM BARNES
EDDINS RIDLEHOOVER & BARNES
900 NORTH PALAFOX STREET
PENSACOLA, FL 32501-5681

SUBJECT: TELLUS TWO, LLC.
Ref. Number: W98000016036

We have received your document for TELLUS TWO, 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):

It has been requested by Sandy L. Jackson with Page Mannino Peresich Dickinson & McDermott, P.L.L.C. to send to you the Certificate of Designation of Registered Agent/Registered Office so that you could sign the acceptance statement. Please sign and return the document to our office.

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: 398A00037601

**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. TELLUS TWO, 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. MISSISSIPPI

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

3. MS EIN #: 64-0896022

(FEI number, if applicable)

4. JUNE 18, 1998

(Date of Organization)

5. PERPETUAL

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

6. Upon Qualification

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

7. 16046 PHIFER LANE, GULFPORT, MISSISSIPPI 39503

(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:

T. DAVIS GORDON
POST OFFICE BOX 3226
GULFPORT, MS 39502

MANAGING MEMBER

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 JUL 31 PM 3:40
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 _____

TELLUS, TWO, LLC

certifies: _____

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98 JUL 31 PM 3:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

2) the total amount of cash contributed by the member(s) is \$ 6,900.00

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 \$ 6,900.00

(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.)

T. DAVIS GORDON

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:

TELLUS TWO, LLC

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

JIM BARNES

(Name)

EDDINS, RIDLEHOOVER & BARNES
900 NORTH PALAFOX STREET

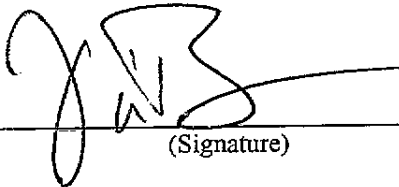
Florida street address (P.O. Box **NOT** ACCEPTABLE)

PENSACOLA, FL 32501-5681

City/State/Zip

FILED
98 JUL 31 PM 3:10
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.



(Signature)

Filing Fee: \$ 35 for Designation of Registered Agent

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:

TELLUS TWO, LLC

Formed June 18, 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:

16046 PHIFER LANE
P O BOX 3226
GULFPORT MS 39505

and that the registered agent at that address is:

T DAVIS GORDON

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
July 02, 1998



Eric Clark

ERIC CLARK,
Secretary of State

FILED
98 JUL 31 PM 3:10
SECRETARY OF STATE
JACKSON, MISSISSIPPI, FLORIDA