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GREENBAUM DOHL & McDONALD PLLC

130 SUNTRUST CENTER  
404 CHURCH STREET  
NASHVILLE, TENNESSEE 37219-2000  
615/743-1800  
FAX 615/743-1900

L. JOANIE ELSEY  
615-743-1809  
FAX 615-743-1900  
E-MAIL lje@gdm.com

September 9, 1998

Via FedEx

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

700002635997-9  
-09/10/98-01035-004  
\*\*\*\*346.25 \*\*\*\*346.25

Re: Gourmet Beach Provisions, LLC

Dear Sir or Madam:

Enclosed please find the following documents for registering a foreign limited liability company in Florida:

1. Certificate of Designation of registered Agent/Registered Office;
2. Affidavit of Membership and Contributions of Foreign Limited Liability Company; and
3. Certificate of Existence.

Also enclosed is check no. 2278 in the amount of \$346.25 to cover the filing fee for Application and Affidavit, Designation of Registered Agent, Certified Copy, and Certificate of Status.

Please forward the letter of acknowledgment back to this office at your earliest convenience.

Should you have any questions or require additional information, please do not hesitate to give me a call.

Sincerely,

*Joanie Elsey*

Joanie Elsey  
Secretary to M. Jennifer Harwell

/je  
enclosures  
cc: Mr. Curt Cole

M98-999

Name	AL 9-18
Availability	
Document Examiner	
Updater	
Updater	
Verifier	
Acknowledgment	
W. P. Verifier	

**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. Gourmet Beach Provisions, 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. ---  
(FEI number, if applicable)
4. ---  
(Date of Organization)
5. Perpetual  
(Duration: Year limited liability company will cease to exist or "perpetual")
6. Have not done so to date  
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 2156 Timberwood Drive  
Nashville, Tennessee 37215  
(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:**

James Curtis Cole

Chief Manager

Valerie Ward Cole

Secretary

2156 Timberwood Drive

MGRM

2156 Timberwood Drive

MEM

Nashville, TN 37215

Nashville, TN 37215

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  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 SEP 16 PM 3 04

## 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:

Gourmet Beach Provisions, LLC

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

James Curtis Cole

(Name)

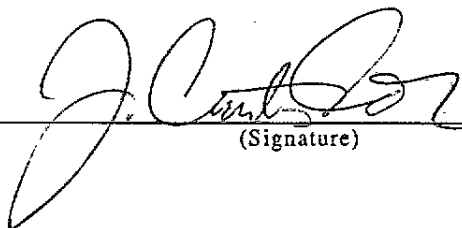
3335 East County Highway 30A

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

Santa Rosa Beach, FL 32459

City/State/Zip

*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**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 SEP 10 PM 3:04

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

The undersigned member or authorized representative of a member of Gourmet Beach  
Provisions, LLC certifies:

1) the above named limited liability company has at least one member;

2) the total amount of cash contributed by the member(s) is

\$ 200.00

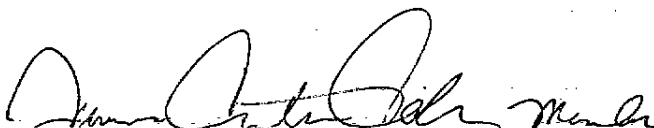
3) if any, the agreed value of property other than cash contributed by member(s) is  
(A description of the property is attached and made a part hereto.)  
and

\$ --

4) the total amount of cash and property contributed and anticipated to be contributed  
by member(s) is

\$ 200.00

(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.)

James Curtis Cole, Member

Typed or printed name of signee

**Filing Fee: \$250.00 for Application and Affidavit**

**Secretary of State**

**Corporations Section**

**James K. Polk Building, Suite 1800**

**Nashville, Tennessee 37243-0306**

ISSUANCE DATE: 09/09/1998  
REQUEST NUMBER: 98252011  
TELEPHONE CONTACT: (615) 741-6488

CHARTER/QUALIFICATION DATE: 09/09/1998  
STATUS: ACTIVE  
CORPORATE EXPIRATION DATE: PERPETUAL  
CONTROL NUMBER: 0357181  
JURISDICTION: TENNESSEE

TO:  
GREENEBAUM DOLL & MCDONALD PLLC  
424 CHURCH ST

NASHVILLE, TN 37219-2301

REQUESTED BY:  
GREENEBAUM DOLL & MCDONALD PLLC  
424 CHURCH ST

NASHVILLE, TN 37219-2301

**CERTIFICATE OF EXISTENCE**

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

"GOURMET BEACH PROVISIONS, 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: 09/09/98

FROM:  
GREENEBAUM DOLL & MCDONALD PLLC  
424 CHURCH ST  
1300 SUNTRUST CTR.  
NASHVILLE, TN 37219-2301

RECEIVED: FEES \$40.00 \$0.00  
TOTAL PAYMENT RECEIVED: \$40.00

RECEIPT NUMBER: 00002360404  
ACCOUNT NUMBER: 00290212



*Riley C Darnell*

RILEY C. DARNELL  
SECRETARY OF STATE