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NOVICK, VELANDER, ANDERSON AND BEARD

ATTORNEYS AT LAW

A PROFESSIONAL ASSOCIATION

46 TIMBER CREEK DRIVE

MEMPHIS, TENNESSEE 38018-4233

KEITH A. NOVICK  
DAVID A. VELANDER  
SHARON K. ANDERSON  
CRAIG M. BEARD

TELEPHONE: (901) 757-1600  
TELECOPIER: (901) 757-1601

September 14, 1998

CERTIFIED MAIL

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

000002645150--0  
-09/21/98--01137--001  
\*\*\*\*285.00 \*\*\*\*285.00

Re: Application For Authorization To Transact Business In Florida  
Wind Eagle Enterprises, L.L.C.

Dear Ms. Mortham:

Wind Eagle Enterprises, L.L.C. submits the following documents:

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 Designation Of Registered Agent/Registered Office; and
4. Certificate Of Existence from Tennessee.

Also enclosed is a check for \$285.00 which includes the filing fees for the application and affidavit (\$250.00) and designation of registered agent (\$35.00). I understand you will send me a letter of acknowledgment upon registration of the limited liability company. Thank you for your assistance. Please let me know if you need anything further with respect to this application.

|                   |                                 |
|-------------------|---------------------------------|
| Name              | DAVID A. VELANDER               |
| Availability      | 9/14/98                         |
| Document Examiner | DCC                             |
| Updater           | cc                              |
| Updater Verifyer  | ?                               |
| Acknowledgement   | DAV/vcf<br>cc: Edwin Jaffe, CFP |
| W. P. Verifyer    | cc                              |

Sincerely,



David A. Velander

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SEP 21 1998  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

m98000001084

# 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. WIND EAGLE ENTERPRISES, 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. Tennessee  
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 62- 1753016  
(FEI number, if applicable)
4. August 31, 1998  
(Date of Organization)
5. Perpetual  
(Duration: Year limited liability company will cease to exist or "perpetual")
6. September 4, 1998  
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 1160 Brady Hollow Lane  
Cordova, TN 38018  
(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:

Barry Friedman  
1110 3rd St. South  
St. Petersburg, FL 33701

MGR

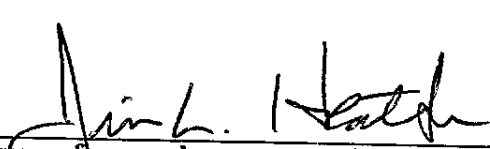
9. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the Secretary of State or the proper official having custody of records in the state under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

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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 \_\_\_\_\_  
WIND EAGLE ENTERPRISES, L.L.C. 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 \$ 20,000 ;
- 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 \$ 20,000 ;  
(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.)

\_\_\_\_\_  
Jim L. Heath

\_\_\_\_\_  
Typed or printed name of signee

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TALLAHASSEE, FLORIDA

**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:

WIND EAGLE ENTERPRISES, L.L.C.

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

Barry Friedman

(Name)

1110 3rd St. South

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

St. Petersburg

FL

33701

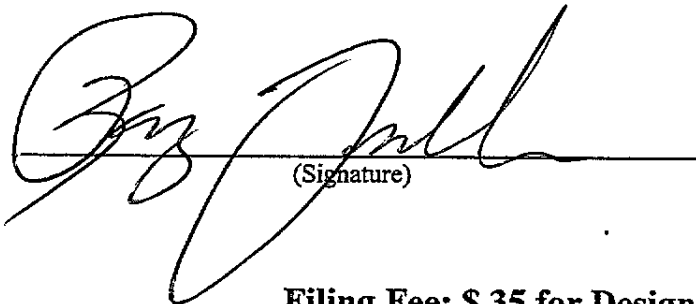
City/State/Zip

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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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.*

  
(Signature)

**Filing Fee: \$ 35 for Designation of Registered Agent**

**Secretary of State**

**Corporations Section**

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

**Nashville, Tennessee 37243-0306**

ISSUANCE DATE: 09/09/1998  
REQUEST NUMBER: 98252005  
TELEPHONE CONTACT: (615) 741-6488

CHARTER/QUALIFICATION DATE: 08/31/1998  
STATUS: ACTIVE  
CORPORATE EXPIRATION DATE: PERPETUAL  
CONTROL NUMBER: 0356697  
JURISDICTION: TENNESSEE

TO:  
THE SEARCH IS ON  
P.O. BOX 120598

NASHVILLE, TN 37212

REQUESTED BY:  
THE SEARCH IS ON  
P.O. BOX 120598

NASHVILLE, TN 37212

**CERTIFICATE OF EXISTENCE**

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

"WIND EAGLE ENTERPRISES, 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.

FILED  
98 SEP 21 PM 1:20  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FOR: REQUEST FOR CERTIFICATE

ON DATE: 09/09/98

FROM:  
TSIO (BOX 120598)  
P. O. BOX 120598

NASHVILLE, TN 37212-0000

|                         |         |         |
|-------------------------|---------|---------|
| RECEIVED:               | FEES    |         |
|                         | \$60.00 | \$0.00  |
| TOTAL PAYMENT RECEIVED: |         | \$60.00 |

RECEIPT NUMBER: 00002360381  
ACCOUNT NUMBER: 00000499



*Riley C Darnell*

RILEY C. DARNELL  
SECRETARY OF STATE