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October 13, 1998

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

Re: SOUTH, LLC

900002665319--7
-10/16/98--01043--001
****346.25 ****337.50

Gentleman:

Enclosed please find the following for filing with your office:

1. Application by Foreign Limited 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
4. Certificate of Status California Limited Liability Company
5. Trust Account check in the amount of \$346.25 (\$250.00 for the filing fee, \$55.00 for Designation of Registered Agent, \$52.50 for the optional Certified Copy, and \$8.75 for optional Certificate of Status)
6. Return Envelope

Please return the above information in the provided self-addressed stamped envelope, as soon as possible. If you have any questions, please do not hesitate to contact me at extension 14. Thank you for your prompt attention to this matter.

Name	
Availability	Very truly yours:
Document Examiner	<i>[Signature]</i>
Updater	Dedra L. Curtis Paralegal
Updater	
Verifier	DLC/ms
Acknowledgement	Enclosures: As stated
W. P. Verifier	DLC

SECRET
TALLAHASSEE, FLORIDA
98 OCT 16 1:59 PM '98
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**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. South, 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. California 3. _____
 (Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. September 24, 1998 5. 2036
 (Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")

6. October 7, 1998
 (Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.

7. 1100 Alta Loma Road, Suite 16-B
Los Angeles, CA 90069
 (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:
<u>Ervin Bard</u>	<u>MGRM</u>	_____	_____
<u>1100 Alta Loma Road, Suite 16-B</u>		_____	
<u>Los Angeles, CA 90069</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.)

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 98 OCT 16 PM 1:50
 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 South, LLC
_____ certifies:

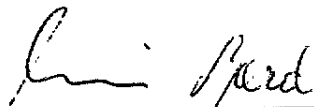
1) the above named limited liability company has at least one member;

2) the total amount of cash contributed by the member(s) is \$1,726,008.

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.)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



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.)

Ervin Bard

ERVIN BARD

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:

South, LLC

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

Thomas R. Olsen

(Name)

2518 Edgewater Drive, Suite 1

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

Orlando,

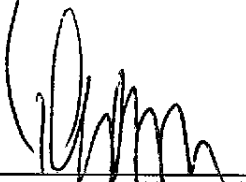
FL

32804-4406

City/State/Zip

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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 California

SECRETARY OF STATE

CERTIFICATE OF STATUS CALIFORNIA LIMITED LIABILITY COMPANY

I, **BILL JONES**, Secretary of State of the State of California, hereby certify:

That on the 24th day of September, 1998, **SOUTH, LLC** became recognized under the laws of the State of California by filing its Articles of Organization in this office; and

That no record exists in this office of a certificate of cancellation of said limited liability company nor of a court declaring cancellation thereof; and

That according to the records of this office, the said limited liability company is authorized to exercise all its powers, rights and privileges and is in good legal standing in the State of California; and

That no information is available in this office on the financial condition of this limited liability company.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this 6th day of October, 1998.



Bill Jones
BILL JONES
Secretary of State

FILED
OCT 6 1998
SECRETARY OF STATE
SACRAMENTO, CALIFORNIA