

M98000001288



ACCOUNT NO. : 072100000032

REFERENCE : 017505 4381472

AUTHORIZATION :

COST LIMIT : \$ 346.25

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 NOV -21 PM 2:34

ORDER DATE : November 2, 1998

ORDER TIME : 10:50 AM

ORDER NO. : 017505-005

CUSTOMER NO: 4381472

400002677664--7

CUSTOMER: Janice Myers, Legal Assistant
Broad And Cassel
Suite 1100
390 North Orange Avenue
Orlando, FL 32801

FOREIGN FILINGS

00789-0111-00671
W98-24787

NAME: HIGHWAY 92, L.L.C.

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
XX PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

Name	MAH
Availability	MAH
Document Examiner	MAH
Updater	MAH
Updater	MAH
Verifier	MAH
Acknowledgement	MAH
P. Verifier	MAH

RECEIVED
98 NOV -2 PM 12:09
DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

November 2, 1998

CSC CORPORATION COMPANY

SUBJECT: HIGHWAY 92, L.L.C.
Ref. Number: W98000024787

RESUBMIT
Please give original
submission date as file date.

We have received your document for HIGHWAY 92, L.L.C. and your check(s) totaling \$346.25. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is not available. Therefore, the limited liability company must adopt an alternate name for use in the state of Florida. To adopt an alternate name the entity must submit a resolution signed by a managing member or manager adopting the alternate name for use in the state of Florida. The alternate name must end with "L.L.C.," "L.C.," "Limited Liability Company" or "Limited Company."

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) 487-6967.

Michelle Hodges
Document Specialist

Letter Number: 098A00053418

DIVISION OF CORPORATIONS

98 NOV -3 PM 12:10

RECORDED

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 NOV -2 PM 2:35

NOV-02-98 18:21 FROM-
NOV-02-98 16:39
NOV. -02' 98 (MON) 16:39

CSC TALLAHASSEE

T-503 P.02/02 F-825

TEL: 850 222 0393

P.002

RESOLUTION OF BOARD OF MEMBERS

I, the undersigned Richard G. Segler, do hereby certify
that this Resolution of the Board of Members of HIGHWAY 92, L.L.C.
a corporation duly organized and existing under the laws of the State of Delaware
was duly adopted on November 2, 19 98.

Resolved, that HIGHWAY 92, L.L.C., organized
and existing in the State of Delaware, hereby adopts the
name HIGHWAY 92 GROUP, L.L.C. for use in Florida.

Dated: November 2, 1992


Signature of c. Manager

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 NOV -2 PM 2:35

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. HIGHWAY 92, L.L.C.
(Name of foreign limited liability company)
2. DELAWARE
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 31-6401653
(FEI number, if applicable)
4. AUGUST 25, 1998
(Date of Organization)
5. YEAR 2010
(Duration: Year limited liability company will cease to exist or "perpetual")
6. OCTOBER 22, 1998
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 1900 INTERSTATE BLDG., 121 WEST TRADE STREET
CHARLOTTE, NORTH CAROLINA 28202
(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:
PERS Holding Company Limited, L.L.C.	Member		
[SEE ADDITIONAL PAGE FOR NAMES AND ADDRESS OF ALL MANAGERS AND OFFICERS]			

FILED
 SECRETARY OF STATE
 DIVISION OF CORPORATIONS
 98 NOV -2 PM 2:35

**ATTACHMENT TO
APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY
FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**

HIGHWAY 92, L.L.C.

The following is a continuation of Section 8 of the Application of the listing of the names and business addresses of each Manager and/or Officer of HIGHWAY 92, L.L.C.:

<u>Name</u>	<u>Capacity</u>	<u>Address</u>
Philip W. Norwood	Manager / President	1900 Interstate Building 121 West Trade Street Charlotte, NC 28202
Richard G. Sesler	Manager / Vice President	1900 Interstate Building 121 West Trade Street Charlotte, NC 28202
Allen S. Jackson	Manager / Treasurer Assistant Secretary	1900 Interstate Building 121 West Trade Street Charlotte, NC 28202
J. Martin McCoy	Manager / Secretary	1900 Interstate Building 121 West Trade Street Charlotte, NC 28202
John Detwiler	Vice President - Real Estate	1900 Interstate Building 121 West Trade Street Charlotte, NC 28202
Mary Beth Shanahan	Assistant Investment Officer - Real Estate	1900 Interstate Building 121 West Trade Street Charlotte, NC 28202

F H 110
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 NOV -2 PM 2:35

State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "HIGHWAY 92, L.L.C." IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-EIGHTH DAY OF OCTOBER, A.D. 1998.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 NOV -2 PM 2:35



Edward J. Freel

Edward J. Freel, Secretary of State

2937646 8300

981416425

AUTHENTICATION:

9377757

DATE:

10-28-98

**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:

HIGHWAY 92, L.L.C.

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

Corporation Service Company

(Name)

1201 Hays Street

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

Tallahassee, FL 32301

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.

By



Karen B. Rozar, Asst. Sec.

Corporation Service Company

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 NOV -2 PM 2:35

Filing Fee: \$ 35 for Designation of Registered Agent

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

The undersigned member or authorized representative of a member of Highway 92, L.L.C.

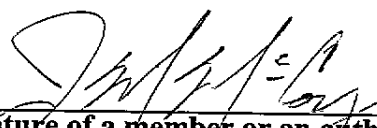
_____ certifies:

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

2) the total amount of cash contributed by the member(s) is \$ 94,821,000.

3) if any, the agreed value of property other than cash contributed by member(s) is \$ Ø;
(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 \$ 94,821,000.
(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.)

J. Martin Mc Coy

Typed or printed name of signee

Filing Fee: \$250.00 for Application and Affidavit

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 NOV - 2 PM 2:35