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C T CORPORATION SYSTEM

Requestor's Name
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Tallahassee, FL 32301 222-1092
City State Zip Phone

CORPORATION(S) NAME

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****285.00 ****285.00

G. F. B. Enterprises, LLC

SECRETARY OF STATE
DIVISION OF CORPORATIONS
12/28 AM 9:08

- Profit
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- Limited Liability Company
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**CONSENT ACTION
BY THE BOARD OF DIRECTORS OF
G.F.B. ENTERPRISES, INC.**

The undersigned, being all of the members of the Board of Directors of G.F.B. Enterprises, Inc., a Florida corporation (the "Corporation"), do hereby waive all formal requirements, including the necessity of holding a formal or informal meeting and any requirements for notice; and do hereby consent in writing to the adoption of the following resolutions, taking said actions in lieu of a meeting of the Board of Directors.

WHEREAS, the Corporation desires to merge (the "Merger") into G.F.B. Enterprises, LLC, a Delaware limited liability company (the "LLC"); and

WHEREAS, the LLC's name is not available for use in the State of Florida and the Corporation therefore desires to consent to the use of their name by the LLC in the State of Florida; and

WHEREAS, the Merger is slated to take effect on December 31, 1998 and the separate existence of the Corporation shall cease on the effective date of the Merger.

NOW, THEREFORE, BE IT

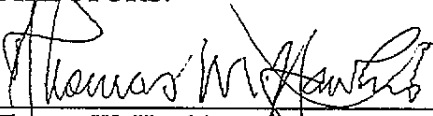
RESOLVED, that the Corporation hereby authorizes and consents to the use of its name by the LLC in the State of Florida; and be it

FURTHER RESOLVED, that to effectuate the preceding resolution, any and all officers of the Corporation be and they hereby are authorized, empowered and directed, in the name of and on behalf of the Corporation, to execute and deliver such agreements, assignments, certificates, documents, and instruments as they deem necessary or appropriate to accomplish the foregoing, all in such form as they shall approve, as evidenced conclusively by their execution thereof.

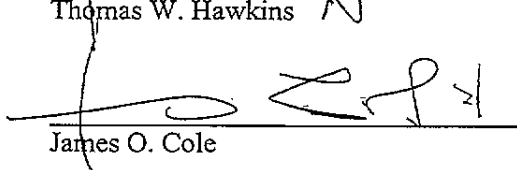
This consent action is hereby effective as of the 21st day of December, 1998.

IN WITNESS WHEREOF, the undersigned, being all the members of the Board of Directors of this Corporation, have hereunto set their hands and seals for the purposes herein expressed.

DIRECTORS:



Thomas W. Hawkins



James O. Cole

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

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. G. F. B. Enterprises, 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. Delaware
(Jurisdiction under the law of which foreign limited liability company is organized)
3. Applied For
(FEI number, if applicable)
4. December 22, 1998
(Date of Organization)
5. Perpetual
(Duration: Year limited liability company will cease to exist or "perpetual")
6. December 22, 1998
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 110 SE 6th St., 20th Floor, Fort
Lauderdale, FL 33301
(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>Thomas W. Hawkins</u>	<u>MGR</u>	_____	_____
<u>110 SE 6th St., 20th FL</u>		_____	
<u>Ft. Lauderdale, FL 33301</u>		_____	
<u>James O. Cole</u>	<u>MGR</u>	_____	
<u>110 SE 6th St., 20th FL</u>		_____	
<u>Ft. Lauderdale, FL 33301</u>		_____	
_____	_____	_____	
_____	_____	_____	
_____	_____	_____	

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 SECRETARY OF STATE
 DIVISION OF CORPORATIONS

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.)

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "G.F.B. ENTERPRISES, LLC" 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-THIRD DAY OF DECEMBER, A.D. 1998.

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



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

2983688 8300

981498876

AUTHENTICATION: 9483947

DATE: 12-23-98

**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:

G. F. B. Enterprises, LLC

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

CT Corporation System
(Name)

1200 South Pine Island Road

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

Plantation

FL

33324

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.

Connie Bryan
(Signature)

CONNIE BRYAN
SPECIAL ASSISTANT SECRETARY

Filing Fee: \$ 35 for Designation of Registered Agent

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

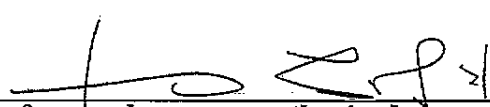
The undersigned member or authorized representative of a member of G.F.B.
Enterprises, LLC certifies:

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

2) the total amount of cash contributed by the member(s) is \$ 100 ;

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 \$ 100 .
(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 O. Cole

Typed or printed name of signee

Filing Fee: \$250.00 for Application and Affidavit