

m990000000006

**GHOLSON, HICKS & NICHOLS**

A PROFESSIONAL ASSOCIATION

ATTORNEYS AT LAW

P. O. BOX 1111

COLUMBUS, MISSISSIPPI 39703-1111

DEPOSIT GUARANTY NATIONAL BANK

THIRD FLOOR

710 MAIN STREET

COLUMBUS, MISSISSIPPI 39701

TELEPHONE: (601) 243-7300

FAX: (601) 327-6217

\*HUNTER M. GHOLSON  
DEWITT T. HICKS, JR.  
AUBREY E. NICHOLS  
RALPH E. ROOD

\*\*JOHN W. CROWELL  
J. GORDON FLOWERS  
KATHERINE S. KERBY  
DAVID B. JOLLY  
WILLIAM F. GILLIS  
P. NELSON SMITH, JR.  
MARC D. AMOS  
WILLIAM T. COOPER  
M. JAY NICHOLS

\*ALSO ADMITTED IN DISTRICT OF COLUMBIA

\*\*ALSO ADMITTED IN ARKANSAS

December 30, 1998

Registration Section  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

200002728112--8  
-12/31/98--01056--016  
\*\*\*\*285.00 \*\*\*\*285.00

RE: *Gulf South Sportfishing, LLC / Registration*

Ladies and Gentlemen:

Enclosed please find the original and one copy of each of the following documents necessary to register a foreign limited liability company to do business in Florida:

1. Application By Foreign Limited Liability Company For Authorization To Transact Business In Florida (with attached certificate of existence);
2. Certificate Of Designation Of Registered Agent/Registered Office;
3. Affidavit Of Membership And Contributions Of Foreign Limited Liability Company;
4. My firm check in the amount of \$285.00 for Application By Foreign Limited Liability Company For Authorization To Transact Business In Florida (\$250.00) and Certificate Of Designation Or Registered Agent/Registered Office (\$35.00).

Please stamp the extra copy of these documents "filed" and return them to me in the enclosed envelope. If you have any questions or concerns regarding this matter, please do not hesitate to contact me.

Sincerely yours,

*Gordon Flowers*

Mr. Gordon Flowers
Availability
Document
Examiner
Control
Preparation
Signature

JGF/bc

Enclosures

cc: William R. Ford, Jr., M.D.

Our File #: 25198.005

letters/1229gulf.fl

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 DEC 31 AM 10:46

# 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. Gulf South Sportfishing, 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. Mississippi  
(Jurisdiction under the law of which foreign limited liability company is organized)
3. Applied For  
(FEI number, if applicable)
4. July 3, 1998  
(Date of Organization)
5. Perpetual  
(Duration: Year limited liability company will cease to exist or "perpetual")
6. July 15, 1998  
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 141 Sweetbriar  
Columbus, MS 39701  
(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>William R. Ford, Jr., M.D.</u>		<u></u>	
<u>141 Sweetbriar Lane</u>	<u>MGR</u>	<u></u>	
<u>Columbus, MS 39701</u>		<u></u>	
<u></u>		<u></u>	
<u></u>		<u></u>	
<u></u>		<u></u>	
<u></u>		<u></u>	
<u></u>		<u></u>	

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 DEC 31 AM 10:47

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 Mississippi

Secretary of State's Office

Eric Clark

Secretary of State  
Jackson, Mississippi

## CERTIFICATE

I, ERIC CLARK, Secretary of State of the State of Mississippi, and as such the legal custodian of the records as required by The Mississippi Limited Liability Company Act to be filed in my office do hereby certify that:

GULF SOUTH SPORTFISHING, LLC

Formed July 03, 1998

A Mississippi Limited Liability Company has filed the necessary documents in this office and has obtained a certificate of formation under the provisions of The Mississippi Limited Liability Company Act as shown by the records in this office.

That the registered office of said Limited Liability Company is located at:

710 MAIN ST 3RD FL  
PO BOX 1111  
COLUMBUS MS 39703

and that the registered agent at that address is:

J GORDON FLOWERS

I further certify that said Limited Liability Company has paid the fees for filing the above papers required by law as shown by the records of this office and that said Limited Liability Company is in good standing to do business in Mississippi at this time.



Given under my hand  
and seal of office  
November 18, 1998

A stylized, cursive handwritten signature of Eric Clark.

ERIC CLARK,  
Secretary of State

**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:

Gulf South Sportfishing, 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 Gulf South  
Sportfishing, LLC certifies:

- 1) the above named limited liability company has ~~at least two~~<sup>one</sup> members;
- 2) the total amount of cash contributed by the member(s) is \$141,620.00 ;
- 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 \$141,620.00 .  
(This total includes amounts from 2 and 3 above.)

William R. Ford, Jr., M.D.

**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.)

William R. Ford, Jr., M.D.

Typed or printed name of signee

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