

M99000000187

PALM BAY ASSOCIATES, LLC
Requester's Name
3841 GREEN HILLS VILLAGE DR
Address
NASHVILLE, TN 37215
City/State/Zip / Phone #

000002765970--5
-02/05/99--01069--003
****346.25 ****346.25

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. _____ (Corporation Name) _____ (Document #)
2. _____ (Corporation Name) _____ (Document #)
3. _____ (Corporation Name) _____ (Document #)
4. _____ (Corporation Name) _____ (Document #)

FILED
99 FEB -5 PM 1:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

- Walk in
- Mail out
- Pick up time _____
- Will wait
- Certified Copy
- Certificate of Status
- Photocopy

NEW FILINGS

- Profit
- Not for Profit
- Limited Liability
- Domestication
- Other

AMENDMENTS

- Amendment
- Resignation of R.A., Officer/Director
- Change of Registered Agent
- Dissolution/Withdrawal
- Merger

OTHER FILINGS

- Annual Report
- Fictitious Name

REGISTRATION/QUALIFICATION

- Foreign
- Limited Partnership
- Reinstatement
- Trademark
- Other

LC
2-10-99

Examiner's Initials

**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 TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. Palm Bay Associates, 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. Tennessee
(Jurisdiction under the law of which foreign limited liability company is organized)
 3. _____
(FEI number, if applicable)
 4. January 28, 1999
(Date of Organization)
 5. 2049
(Duration: Year limited liability company will cease to exist or "perpetual")
 6. February 1999
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
 7. 3841 Green Hills Village Drive, Suite 400
Nashville, Davidson County, Tennessee 37215
(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)

FILED
 99 FEB -5 PM 1:29
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

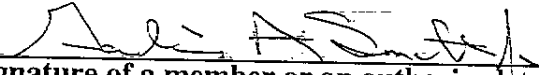
NAME & ADDRESS:	TITLE:	NAME & ADDRESS:	TITLE:
<u>Newton Oldacre McDonald, L.L.C.</u>	<u>Member</u>	<u>Robert A. Martin</u>	<u>Co-Chief Manager</u>
<u>3841 Green Hills Village Dr., #400</u>		<u>1410 Kensington Sq. Ct., #101</u>	
<u>Nashville, Tennessee 37215</u>		<u>Murfreesboro, Tennessee 37130</u>	<u>Secretary/ Treasurer</u>
<u>Phoenix Associates, L.L.C.</u>	<u>Member</u>	<u>Elwood Camp</u>	
<u>1410 Kensington Sq. Ct., #101</u>		<u>3841 Green Hills Village Dr., #400</u>	
<u>Murfreesboro, Tennessee 37130</u>		<u>Nashville, Tennessee 37215</u>	
<u>Mark McDonald</u>	<u>Co-Chief Manager</u>		
<u>3841 Green Hills Village Dr., #400</u>			
<u>Nashville, Tennessee 37215</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.)

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN LIMITED LIABILITY COMPANY

The undersigned member or authorized representative of a member of _____
PALM BAY ASSOCIATES, 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 \$ 200.00 ;
- 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 \$ 200.00 ;
(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.)

Gerald A. Smith, Jr.

Typed or printed name of signee

FILED
99 FEB -5 PM 1:29
SECRETARY OF STATE
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:

PALM BAY ASSOCIATES, LLC

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

Jack B. Spira

(Name)

5205 Babcock Street, N.E.

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

Palm Bay,

32905

FL

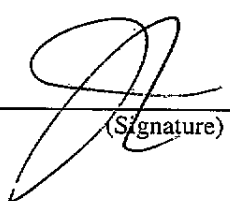
City/State/Zip

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 FEB -5 PM 1:29

FILED

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: 01/28/1999
REQUEST NUMBER: 99028048
TELEPHONE CONTACT: (615) 741-6488

CHARTER/QUALIFICATION DATE: 01/28/1999
STATUS: ACTIVE
CORPORATE EXPIRATION DATE: 01/28/2049
CONTROL NUMBER: 0364892
JURISDICTION: TENNESSEE

TO:
SMITH-PITTS & ASSOCIATES, PLC
5210 MARYLAND WAY
SUITE 201
BRENTWOOD, TN 37027

REQUESTED BY:
SMITH-PITTS & ASSOCIATES, PLC
5210 MARYLAND WAY
SUITE 201
BRENTWOOD, TN 37027

CERTIFICATE OF EXISTENCE

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

"PALM BAY ASSOCIATES, 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.

FOR: REQUEST FOR CERTIFICATE

ON DATE: 01/28/99

FROM:
SMITH-PITTS & ASSOCIATES, PLC
5210 MARYLAND WAY
SUITE 201
BRENTWOOD, TN 37027-0000

	FEES	
RECEIVED:	\$100.00	\$0.00
TOTAL PAYMENT RECEIVED:		\$100.00

RECEIPT NUMBER: 00002423725
ACCOUNT NUMBER: 00280427



Riley C Darnell

RILEY C. DARNELL
SECRETARY OF STATE