# M99000000239

1900 OLD DIXIE HIGHWAY

FORT PIERCE, FLORIDA 34946-1497

(561) 465-7555

(561) 567-8331

FAX (561) 465-1181

December 31, 1998

00789-00643-00524-00671

W99-1125

Registration Section Division of Corporations 409 E. Gaines Street Tallahassee, Florida 32399

RE: Egan Partners, LLC

Federal Express

2/19

900002729339---3 -01/04/99--01105--008 \*\*\*\*293.75 \*\*\*\*293.75

Dear Sir or Madam:

Enclosed is an original Certificate of Formation for the above-referenced limited liability company. Please file the original, and return a letter of acknowledgment and a Certificate of Status in the enclosed stamped envelope.

Also enclosed is a check for the fees and charges for the items listed below, as indicated:

- A. Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida:
- B. Affidavit of Membership and Contributions of Foreign Limited Liability Company

\$250.00

C. Registered Agent Designation Filing Fee:

35.00 8.75

D. Certificate of Status

\$293.75

Should you have any questions, please do not hesitate to contact me. Thank you for your assistance in this matter.

RMC/jw Enclosures Name
Availability

Document
Examiner

Updater

Uicaler
ventyer

Acknowledgement

ic. ventyer

Sincerely,

Richard M. Carnell, Jr. General Counsel

39 FEB 19 F

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#### FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State

January 15, 1999

RICHARD M. CARNELL, JR. BERNARD EGAN & COMPANY 1900 OLD DIXIE HIGHWAY FORT PIERCE, FL 34946-1497

SUBJECT: EGAN PARTNERS, LLC Ref. Number: W99000001125

We have received your document for EGAN PARTNERS, LLC and your check(s) totaling \$293.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The certificate of existence must be issued within the last 90 days by the Secretary of State which has custody of the records in the jurisdiction under the laws of which the above listed entity is incorporated/organized.

The certificate for Certified Copy submitted is not acceptable.,

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.

Letter Number: 999A00002082

Michelle Hodges Document Specialist

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

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

IN COMPLIANCE WITH SECTION 608503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

| 1.<br>(Name of so contains | Egan Partners, LLC of foreign limited liability company musained in the name at present.)   | st end with the wo            | rds "limited company" or their abbreviation   | on "L.C." if not   |
|----------------------------|---|-------------------------------|---|--|
| 2.<br>(Jurisdic<br>compan  | Delaware<br>ction under the law of which foreign lim<br>y is organized)                     | 3. jited liability            | 65-0874700<br>(FEI number, if applicable  | ·)   |
| 4                          | November 20, 1998<br>(Date of Organization)   | 5.                            | December 31, 2048 (Duration: Year limited liability comparexist or "perpetual")                   | ny will cease to   |
| 6                          | January 5, 1999<br>(Date first transacted business i  | in Florida. (See se           | ections 608.501, 608.502, and 817.155, F.   | <u>S.)</u>   |
| 7                          | 1900 Old Dixie Highway  | <b>4</b> 2 ×                  |   | · · · · · · · · · · · · · · · · · · ·  |
|                            | Fort Pierce, Florida 34   | 946<br>(Street address of     | principal office)   |  |
|                            |   |                               | and an experience of the second second  | CDlasha  |
| 8. List na<br>will ma      | me, title, and business address of anage the foreign limited liability                      | each managing<br>company in F | g member[MGRM] or manager[M<br>lorida: (attach additional page if ne                              | cessary)   |
| 8. List na<br>will ma      | me, title, and business address of anage the foreign limited liability  NAME & ADDRESS:     | company in F                  | g member[MGRM] or manager[M<br>lorida: (attach additional page if ne<br>NAME & ADDRESS:           | cessary) TITLE:  |
| 8. List na<br>will ma      | anage the foreign limited liability   | company in Fi                 | lorida: (attach additional page if ne   | cessary)   |
| 8. List na<br>will ma      | nage the foreign limited liability  NAME & ADDRESS:   | company in Fi                 | lorida: (attach additional page if ne   | cessary)   |
| 8. List na<br>will ma      | NAME & ADDRESS:   | company in Fi TITLE: MGRM     | lorida: (attach additional page if ne  NAME & ADDRESS:  Gregory P. Nelson                         | cessary)   |
| 8. List na<br>will ma      | nage the foreign limited liability  NAME & ADDRESS:  Bernard A. Egan  1900 Old Dixie Highwa | company in Fi TITLE: MGRM     | lorida: (attach additional page if ne  NAME & ADDRESS:  Gregory P. Nelson  1900 Old Dixie Highway | cessary)   |
| 8. List na will ma         | nage the foreign limited liability  NAME & ADDRESS:  Bernard A. Egan  1900 Old Dixie Highwa | company in Fi TITLE: MGRM     | lorida: (attach additional page if ne  NAME & ADDRESS:  Gregory P. Nelson  1900 Old Dixie Highway | cessary) TITLE:  MGBM  99  |
| 8. List na will ma         | nage the foreign limited liability  NAME & ADDRESS:  Bernard A. Egan  1900 Old Dixie Highwa | company in Fi TITLE: MGRM     | lorida: (attach additional page if ne  NAME & ADDRESS:  Gregory P. Nelson  1900 Old Dixie Highway | Cessary)  TITLE:  MGBM  SEGUE AND OF FRENCH OF |
| 8. List na will ma         | nage the foreign limited liability  NAME & ADDRESS:  Bernard A. Egan  1900 Old Dixie Highwa | company in Fi TITLE: MGRM     | lorida: (attach additional page if ne  NAME & ADDRESS:  Gregory P. Nelson  1900 Old Dixie Highway | Cessary)  TITLE:  MGBM  99 FEB 19  |
| 8. List na will ma         | nage the foreign limited liability  NAME & ADDRESS:  Bernard A. Egan  1900 Old Dixie Highwa | company in Fi TITLE: MGRM     | lorida: (attach additional page if ne  NAME & ADDRESS:  Gregory P. Nelson  1900 Old Dixie Highway | Cessary)  TITLE:  MGBM  SEGUE AND OF FRENCH OF |

<sup>9.</sup> 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 "EGAN PARTNERS, 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 NINTH DAY OF FEBRUARY, A.D. 1999.

Edward J. Freel, Secretary of State

**AUTHENTICATION:** 

DATE: 9565416

02-09-99

2969269 8300

991047559

## 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:                                   |  |  |  |
|----|---|--|--|--|
|    | Egan Partners, LLC  |  |  |  |
| 2. | The name and the Florida street address of the registered agent and office are: |  |  |  |
|    | Richard M. Carnell, Jr. (Name)  |  |  |  |
|    | 1900 Old Dixie Highway Florida street address (P.O. Box NOT ACCEPTABLE)         |  |  |  |
|    | Fort Pierce, FL 34946 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.

(Signature)

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   | · · · · · · · · · · · · · · · · · · · |
|--|---------------------------------------|
| Egan Partners, LLCcertifies:   |                                       |
| 1) the above named limited liability company has at least one member;  |                                       |
| 2) the total amount of cash contributed by the member(s) is  | \$ <u>10,000,000.</u> 00              |
| 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.)   | \$ <u>10,000,000.</u> 00              |
| Signature of a member or an authorized representative of a mem (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.) | ber.                                  |
| Gregory P. Nelson  |                                       |

Filing Fee: \$250.00 for Application and Affidavit