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CORPORATION(S) NAME

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-03/15/99--01132--006  
\*\*\*\*320.00 \*\*\*\*320.00

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\*\*\*\*\*70.00 \*\*\*\*\*70.00

Smith/Florida Group, LLC

( ) Profit ( ) Amendment ( ) Merger  
( ) NonProfit ( ) Dissolution/Withdrawal ( ) Mark  
(X) Limited Liability Company ( ) Annual Report ( ) Other  
(X) Foreign ( ) Reservation ( ) Change of R.A.  
( ) Limited Partnership ( ) Fictitious Name  
( ) Reinstatement ( ) CUS  
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**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. SMITH/FLORIDA GROUP, LLC

(Name of foreign limited liability company)

2. DELAWARE

(Jurisdiction under the law of which foreign limited liability company is organized)

3. APPLIED FOR

(FEI number, if applicable)

4. FEBRUARY 26, 1999

(Date of Organization)

5. PERPETUAL

(Duration: Year limited liability company will cease to exist or "perpetual")

6. upon registration

(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))

7. 6200 N.W. 167TH STREET

MIAMI LAKES, FL 33014

(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:**

JAMES SMITH

MGR

JAMES SMITH

6200 N.W. 167TH STREET

6200 N.W. 167TH STREET

MIAMI, FL 33014

MIAMI LAKES, FL 33014

JOHN MINARICK

MGR

STEVEN GRIFFIN

100 SATURN PARKWAY

MD-371-999-F10  
SPRING HILL, TN 37174

100 SATRUN PARKWAY

MD-371-999-F10  
SPRING HILL, TN 37174

JAMES CRANER

MGR

JAMES CRANER

SEC.

100 SATURN PARKWAY

MD-371-999-F10  
SPRING HILL, TN 37174

100 SATURN PARKWAY

MD-371-999-F10  
SPRING HILL, TN 37174

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

**SMITH/FLORIDA GROUP, LLC  
6200 N.W. 167TH STREET  
MIAMI LAKES, FL 33014**

8. List name, title, and business address of each managing member or manager who will manage the foreign limited liability company in Florida

NAME & ADDRESS	TITLE
SATURN CORPORATION 100 Saturn Parkway Spring Hill, TN 37174	MEMBER

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

The undersigned member or authorized representative of a member of \_\_\_\_\_  
SMITH/ FLORIDA GROUP, 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 \$ 3,700,000 ;
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ N/A ;  
(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 \$ 3,700,000 .  
(This total includes amounts from 2 and 3 above.)

Steve W. Griffin  
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.)

Steven W. Griffin  
Typed or printed name of signee

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**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:

SMITH/FLORIDA GROUP, LLC

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

CT CORPORATION SYSTEM

c/o CT CORPORATION SYSTEM (Name)  
1200 SOUTH PINE ISLAND ROAD

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

PLANTATION, FLORIDA 33324

City/State/Zip

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*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: Marcia J. Sunahara

(Signature)

Marcia J. Sunahara, Asst. Vice President

**Filing Fee: \$ 35 for Designation of Registered Agent**

*State of Delaware*  
*Office of the Secretary of State*

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SMITH/FLORIDA GROUP, 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 FIRST DAY OF MARCH, A.D. 1999.

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



3010409 8300

991077221

A handwritten signature in cursive script, reading "Edward J. Freel", is written over a horizontal line.

Edward J. Freel, Secretary of State

AUTHENTICATION:

9600932

DATE:

03-01-99