

M99000000687

ACCOUNTING+PLUS
Your Financial Management Company

May 3, 1999

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

RE: Application by Foreign Limited Liability Company

Dear Sir:

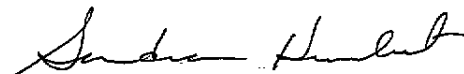
Enclosed you will find the necessary applications and certificates needed for registering our company.
The check enclosed covers the application fee, the registered agent fee, and a certificate of status.

Please mail all information to Sandy Humbert
Accounting Plus
7094 Peachtree Ind Blvd
Norcross, GA 30071

500002862785--4
-05/04/99--01107--005
****293.75 ****293.75

Accounting Plus does all the accounting for S3 Tampa I, LLC., and keeps all company information. I can be reached for further questions at 770-840-0066.

Sincerely yours,



Sandra Humbert
Accounting Plus

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAY -4 AM 8:25

mtm
5/7

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. S3 Tampa I, 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. Georgia
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 58-2448284
(FEI number, if applicable)
4. 1-29-99
(Date of Organization)
5. Perpetual
(Duration: Year limited liability company will cease to exist or "perpetual")
6. July 1, 1999
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 9939 Fourth St N.
St. Petersburg, FL 33703
(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:
-----------------	--------	-----------------	--------

Tom Watson	MGRM		
5020 Gallatree Lane			
Norcross, GA 30092			

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.)

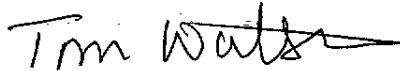
99 MAY -4 AM 8:25

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

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

The undersigned member or authorized representative of a member of _____
S3 Tampa I, 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 \$ 5000.00;
- 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 \$ 5000.00
(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.)

Tom Watson

Typed or printed name of signee

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
MAY -4 AM 8:25

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:

S3 Tampa I, LLC.

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

Merle Butterick

(Name)

254 41st Ave NE

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

ST. Petersburg

FL

33703

City/State/Zip

99 MAY -4 AM 8:25

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

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.

Merle W Butterick
(Signature)

Filing Fee: \$ 35 for Designation of Registered Agent

Secretary of State

Corporations Division

315 West Tower

2 Martin Luther King, Jr. Dr.

Atlanta, Georgia 30334-1530

DOCKET NUMBER : K91111083
CONTROL NUMBER : K906313
DATE INC/AUTH/FILED : 02/01/1999
JURISDICTION : GEORGIA
PRINT DATE : 04/21/1999
FORM NUMBER : 211

SANDY HUMBERT
ACCOUNTING PLUS
7094 PEACHTREE INDUSTRIAL BLVD. #220
NORCROSS GA 30071

CERTIFICATE OF EXISTENCE

I, Cathy Cox, the Secretary of State of the State of Georgia, do hereby certify under the seal of my office that

S3 TAMPA 1, L.L.C.
A GEORGIA LIMITED LIABILITY COMPANY

was formed in the jurisdiction stated above or was authorized to transact business in Georgia on the above date. Said entity is in compliance with the applicable filing and annual registration provisions of Title 14 of the Official Code of Georgia Annotated and has not filed articles of dissolution, certificate of cancellation, or any other similar document with the office of the Secretary of State.

This certificate relates only to the legal existence of the above-named entity as of the date issued. It does not certify whether or not a notice of intent to dissolve, an application for withdrawal, a statement of commencement of winding up, or any other similar document has been filed or is pending with the Secretary of State.

This certificate is issued pursuant to Title 14 of the Official Code of Georgia Annotated and is prima-facie evidence that said entity is in existence or is authorized to transact business in this state.



CATHY COX
SECRETARY OF STATE

FILED
SECRETARY OF STATE
DIVISION
99 MAY 4 AM 8:25