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June 2, 1999

Division of Corporations
Florida Secretary of State
Post Office Box 6327
Tallahassee, Florida 32314

800002911578--1
-06/22/99--01007--006
****285.00 ****285.00

Re: ATC Marketing, LLC -- Application for Certificate of Authority --
[PBJ&M File No. 2775.02]

Gentlemen:

On behalf of ATC Marketing, LLC., we are hereby filing the following documents as an application for authorization to transact business in Florida:

1. One (1) original and one (1) exact copy of the Application by a Foreign Limited Liability Company for Authorization to Transact Business in Florida;
 2. One (1) original and one (1) exact copy of the Affidavit of Membership and Contributions of Foreign Limited Liability Company;
 3. Certificate of Designation of Registered Agent/Registered Office;
 4. A Georgia Certificate of Existence; and
 5. A check in the amount of \$285.00, payable to the order of the Florida Department of State, which amount includes the applicable filing fees and the fee for a Certificate of Status.
- FILED
JUN 22 PM 12:01
TALLAHASSEE FL 32309
6/24

Please process this filing in your normal manner, and call me at the above-noted telephone number if you need additional information.

Thank you for your cooperation.

Sincerely,


Richard W. Jones

Enclosures

{A0003259.DOC}

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. ATC Marketing, 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. 65-0904478
(FEI number, if applicable)
4. 01/29/99
(Date of Organization)
5. 12/30/2030
(Duration: Year limited liability company will cease to exist or "perpetual")
6. upon qualification
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 3130 Jasmine Drive
Delray Beach, FL 33483
(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:
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<u>W. David Brown</u>	<u>MGR</u>		
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<u>3130 Jasmine Drive</u>			
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<u>Delray Beach, FL 33483</u>			
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<u>Arlene A. Brown</u>	<u>MGR</u>		
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<u>3130 Jasmine Drive</u>			
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<u>Delray Beach, FL 33483</u>			
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99 JUN 22 PM 12:01
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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 ATC Marketing, LLC

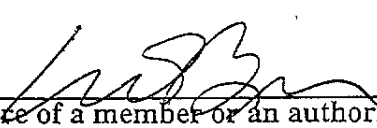
certifies:

1) the above named limited liability company has at least one member;

2) the total amount of cash contributed by the member(s) is \$ 1,001 ;>

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 \$ 1,001 .
(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.)

W. David Brown

Typed or printed name of signee

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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:

ATC Marketing, LLC

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

W. David Brown

(Name)

3130 Jasmine Drive

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

Delray Beach

FL


33483

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 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.

99 JUN 22 PM 12:01
STATE
TALLAHASSEE
FLORIDA

FILED



(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 : K91620393
CONTROL NUMBER : K905470
DATE INC/AUTH/FILED: 01/29/1999
JURISDICTION : GEORGIA
PRINT DATE : 06/11/1999
FORM NUMBER : 211

PERRIE BUKER JONES & MORTON, P.C.
LESLIE KAUFMAN
115 PERIMETER CENTER PL. STE. 170
ATLANTA, GA 30346

CERTIFICATE OF EXISTENCE

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

ATC MARKETING, LLC
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

Cathy Cox
Secretary of State

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99 JUN 22 PM 12:01
TALLAHASSEE
SECRETARY OF STATE
FLORIDA