

m99000000958

Document Number Only

CT Corporation System
660 East Jefferson Street
Tallahassee, FL 32301
Tel 850 222 1092
Fax 850 222 7615
Attn: Jeff Netherton

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-06/23/99--01068--011
****285.00 ****285.00

CORPORATION(S) NAME

E&A Portfolio LLC

- Profit
- Nonprofit
- Foreign
- Limited Partnership
- LLC
- Certified Copy
- Call When Ready
- Walk In
- Mail Out
- Amendment
- Dissolution/Withdrawal
- Reinstatement
- Annual Report
- Name Registration
- Fictitious Name
- Photocopies
- Call If Problem
- Will Wait
- Merger
- Mark
- Other
- Change of RA
- UCC
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- After 4:30
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TALLAHASSEE, FLORIDA

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Name	06/23/99
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Need affidavit of membership

W990000014671



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

June 23, 1999

C T CORPORATION SYSTEM
660 EAST JEFFERSON STREET
TALLAHASSEE, FL 32301

SUBJECT: E & A PORTFOLIO LLC
Ref. Number: W99000014671

We have received your document for E & A PORTFOLIO LLC and your check(s) totaling \$285.00. However, the document has not been filed and is being retained in this office for the following:

You failed to include the Affidavit of Membership and Contributions of Foreign Limited Liability Company.

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) 487-6913.

Diane Cushing
Corporate Specialist

Letter Number: 199A00033497

**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. E&A Portfolio LLC
 (Name of foreign limited liability company must end with the words "limited liability company" or "limited company" or their abbreviations "L.L.C." or "L.C." if not so contained in the name at present.)

2. Delaware 3. Applied for
 (Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. May 10, 1999 5. Perpetual
 (Date of Organization) (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 817.55, F.S.))

7. 1901 Main Street, Suite 900
Columbia, SC 29201
 (Street address of principal office)

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 TALLAHASSEE
 FLORIDA

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:
<u>Edens & Avant Portfolio, Inc. - Managing Member</u>	<u></u>	<u></u>	<u></u>
<u>1901 Main Street, Suite 900, Columbia, SC 29201</u>	<u></u>	<u></u>	<u></u>
<u></u>	<u></u>	<u></u>	<u></u>
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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.)

**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:

E&A Portfolio LLC

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

C T Corporation System
(Name)
1200 South Pine Island Road
Florida street address (P.O. Box **NOT ACCEPTABLE**)
Plantation FL 33324
(City/State/Zip)

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TALLAHASSEE FLORIDA

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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.

C T Corporation System

Dale H. Morris

(Signature)

Dale H. Morris, Asst. V. Pres.

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 _____

E&A Portfolio, 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) 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.)

\$ 0 ;
\$ 0 ;

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TALLAHASSEE, FLORIDA

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Signature of a member or 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.)

Jodie W. McLean
Typed or printed name of signee

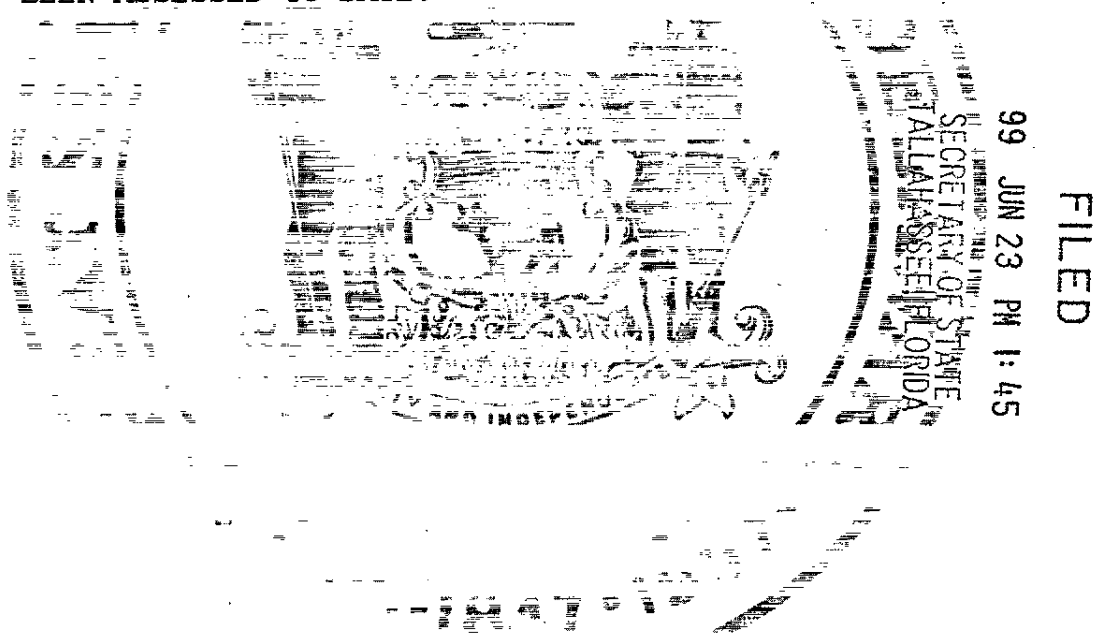
Filing Fee: \$250.00 for Application and Affidavit

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 "E&A PORTFOLIO 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 EIGHTEENTH DAY OF JUNE, A.D. 1999.

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



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FILED



Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE:

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