

Withrow, McQuade & Olsen, LLP

1199 000000981

June 21, 1999

VIA FEDERAL EXPRESS

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

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-06/22/99--01049--021
****346.25 ****346.25

Re: *Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida*

Dear Sir or Madam:

Please find enclosed the following documents necessary to authorize TSO Oak Grove, LLC a Georgia limited liability company (the "Company"), to transact business in Florida:

1. Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida;
2. Original Certificate of Existence for the Company;
3. Affidavit of Membership and Contributions of Foreign Limited Liability Company;
4. Certificate of Designation of Registered Agent/Registered Office; and
5. Check in the amount of \$346.25 for the filing fee for the Application and Affidavit, Designation of Registered Agent, Certificate of Status and Certified Copy.

Please process the enclosed and return to me a letter of acknowledgment as well as a certificate of status and certified copy of the application. If you have any questions, please do not hesitate to contact the undersigned.

Sincerely,

Sarah E. Ratliff

Sarah E. Ratliff
Paralegal

Enclosure

cc: Mr. Christopher D. Hardy (w/ encl.)
Scott C. Withrow, Esq. (w/ encl.)

1199-981

Name	<i>CR</i>
Availability	<i>CR</i>
Document	<i>CR</i>
Examiner	<i>CR</i>
Updater	<i>CR</i>
Updater	<i>CR</i>
Verifier	<i>CR</i>
Acknowledgment	<i>CR</i>
W. P. Verifier	<i>CR</i>

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. TSO Oak Grove, 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. applied for
(FEI number, if applicable)
4. 5/18/99
(Date of Organization)
5. perpetual
(Duration: Year limited liability company will cease to exist or "perpetual")
6. 7/1/99
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 600 West Peachtree Street, Suite 1850
Atlanta, Georgia 30308
(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:
Orlando TSO, LLC	MGRM		
600 West Peachtree St, Suite 1850			
Atlanta, Georgia 30308			

99 JUN 22 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

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 TSO Oak Grove, 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

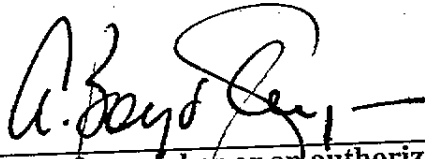
\$4,190,000;

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

\$ -0-;

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.)

\$4,190,000.



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.)

A. Boyd Simpson, Manager, Orlando TSO, LLC, Manager

Typed or printed name of signee

FILED
99 JUN 22 PM 5:00
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:

TSO Oak Grove, LLC

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

Corporation Service Company

(Name)

1201 Hays Street

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

Tallahassee

FL

32301

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.

Deborah D. Skipper

(Signature)

Deborah D. Skipper, as agent

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 : K91580923
CONTROL NUMBER : K921294
DATE INC/AUTH/FILED : 05/18/1999
JURISDICTION : GEORGIA
PRINT DATE : 06/07/1999
FORM NUMBER : 211

WITHROW, MCQUADE & OLSEN, LLP
SARAH E. RATLIFF
3379 PEACHTREE RD., NE STE. 970
ATLANTA, GA 30326

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

TSO OAK GROVE, 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