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Requestor's Name

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Address

Tallahassee, FL 32301 (850)222-1092
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****285.00 ****285.00

CORPORATION(S) NAME

SP Forests L.L.C.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Profit
 NonProfit

Amendment

Merger

Foreign

Dissolution/Withdrawal

Mark

LLC

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 Reinstatement

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DIVISION OF CORPORATIONS
SECRETARY OF STATE

Jeffrey Butterfield

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

July 8, 1999

CT CORPORATION SYSTEM

SUBJECT: SP FORESTS L.L.C.
Ref. Number: W99000015746

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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We have received your document for SP FORESTS L.L.C. and your check(s) totaling \$285.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

You must provide this office with the agreed value and a written description of the property and/or services you refer to in your affidavit. You may amend your affidavit to include this description or include an attachment.

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) 487-6043.

Shawn Logan
Document Specialist

Letter Number: 399A00035500

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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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. SP FORESTS L.L.C.
(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. 58-2470647
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)
4. MAY 25, 1999 5. PERPETUAL
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")
6. JUNE 14, 1999
(Date first transacted business in Florida. (See sections 608.501, 608.502 and 817.155, F.S.))
7. _____
TWO MANHATTANVILLE ROAD PURCHASE NY 10517
(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:
<u>SEE</u>	<u>ATTACHED</u>	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
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 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.)

SP FORESTS L.L.C.

George A. O'Brien	President, Manager	6600 LBJ Freeway, Dallas, TX 75240
John A. Cureton	Vice President, Manager	9 Green Street, Augusta, ME 04330
James F. Fitzgerald	Vice President, Manager	6600 LBJ Freeway, Dallas, TX 75240
John R. Killham	Vice President, Manager	1515 Bourne Street, Georgetown, S. C 29440
Robert A. Kriscunas	Vice President, Manager	6600 LBJ Freeway, Dallas, TX 75240
William Lattimore, Jr.	Vice President, Manager	6600 LBJ Freeway, Dallas, TX 75240
William F. Miller	Vice President, Manager	6600 LBJ Freeway, Dallas, TX 75240
Anton S. Withington	Vice President, Manager	6600 LBJ Freeway, Dallas, TX 75240
Frederick L. Bleier	Vice President and Treasurer, Manager	6600 LBJ Freeway, Dallas, TX 75240
James W. Guedry	Vice President and Secretary, Manager	2 Manhattanville Road Purchase, NY 10577
Thomas A. Kliman	Vice President and Assistant Treasurer, Manager	6400 Poplar Ave., Memphis, TN 38197
John Finnegan	Assistant Treasurer, Manager	6400 Poplar Ave., Memphis, TN 38197
Barbara T. Batten	Assistant Secretary, Manager	2 Manhattanville Road Purchase, NY 10577
Scott M. Behles	Assistant Secretary, Manager	9 Green Street, Augusta, ME 04330
Sarah Coker	Assistant Secretary, Manager	3000 Knight Office Place, Shreveport, LA 71105
Robert D. Gifford	Assistant Secretary, Manager	1515 Bourne Street, Georgetown, S. C 29440
Donald G. Hawkes	Assistant Secretary, Manager	6600 LBJ Freeway, Dallas, TX 75240
John C. Herman	Assistant Secretary, Manager	3000 Knight Office Place, Shreveport, LA 71105
James R. Kobleur	Assistant Secretary, Manager	West Lathrop Ave., Savannah, GA 31402
Carol M. Samalin	Assistant Secretary, Manager	2 Manhattanville Road Purchase, NY 10577
Joseph W. Segers, III	Assistant Secretary, Manager	6600 LBJ Freeway, Dallas, TX 75240


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

The undersigned member or authorized representative of a member of _____
SP FORESTS L.L.C. 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 \$ 0.00;
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ 825,000.00;
(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 \$ 825,000.00.
(This total includes amounts from 2 and 3 above.)



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.)

JAMES W GUEDRY
Typed or printed name of signee

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TALLAHASSEE, FLORIDA

Filing Fee: \$250.00 for Application and Affidavit

Brief Description of property
of
SP Forests L.L.C.

330 acres of softwood and hardwood forest land in Clay County, Florida.

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SPECIAL AGENT OF STATE
TALLAHASSEE, FLORIDA

**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:

SP FORESTS L.L.C.

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

CT Corporation System

(Name)

1200 South Pine Island Road

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

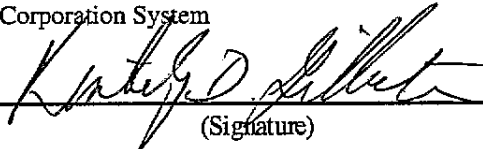
Plantation

FL 33324

(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 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.

CT Corporation System



(Signature)

Kimberly Gilbertson
ASST. SECY

Filing Fee: \$ 35 for Designation of Registered Agent

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TALLAHASSEE, FLORIDA

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 "SP FORESTS L.L.C." 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 TENTH DAY OF JUNE, A.D. 1999.

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



A handwritten signature in cursive script that reads "Edward J. Freel".

Edward J. Freel, Secretary of State

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AUTHENTICATION:

DATE:

9797507

06-10-99