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ATLANTA, GEORGIA 30342

WILLIAM SCOTT BAKER

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May 6, 1999

VIA NEXT-DAY DELIVERY

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

600002867726--2
-05/07/99--01109--008
***346.25 ***346.25

RE: Application for registration of foreign LLC
Old Ortega Holdings, LLC

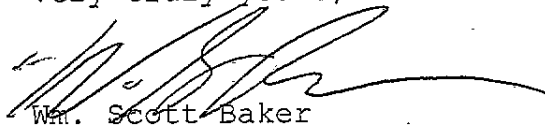
Dear Sir or Madam:

Attached herewith please find the above-referenced application for registration of the above-referenced foreign limited liability corporation, affidavit, designation of registered agent, certificate of existence and check in the amount of \$346.25.

Please forward a certified copy of and Certificate of Status to my office upon execution. If you have any questions, please do not hesitate to call.

Thank you for your assistance in this matter.

Very truly yours,



Wm. Scott Baker

enclosure

Name	MJH
Availability	
Document Examiner	
Updater	
Updater Verifier	
Acknowledgement	
W. P. Ver.ryer	

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JUL 20 PM 1:37



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

June 30, 1999

WM. SCOTT BAKER
PENDERGAST & BLUM, P.C.
5605 GLENRIDGE DRIVE, SUITE 800
ATLANTA, GA 30342

SUBJECT: OLD ORTEGA HOLDINGS, LLC
Ref. Number: W99000010982

We have received your document for OLD ORTEGA HOLDINGS, LLC and your check(s) totaling \$346.25. However, the document has not been filed and is being retained in this office for the following:

I have received your Certificate of Status, however, your original document was returned to you on June 14, 1999, because I had not received the Certificate by that date. I am now holding the Certificate, please return the original documents along with this letter so your document can be filed.

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) 487-6967.

Michelle Hodges
Document Specialist

Letter Number: 399A00031797

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO
TRANSACT BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. Old Ortega Holdings, 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. n/a
(FEI number, if applicable)
4. 5/6/99
(Date of Organization)
5. perpetual
(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. QTRS 4154 USAFA
Colorado Springs, Colorado 80840
(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:
Jane F. Pendergast	MGRM		
3833 Peachtree Rd, NE			
Apt. 1511			
Atlanta, Georgia	30319		

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JUL 20 PM 1:37

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.)

Secretary of State
Corporations Division
315 West Tower
#2 Martin Luther King, Jr. Dr.
Atlanta, Georgia 30334-1530

CONTROL NUMBER: K918848
EFFECTIVE DATE: 05/06/1999
COUNTY : FULTON
REFERENCE : 0045
PRINT DATE : 05/06/1999
FORM NUMBER : 356

HOWARD A. HALL
5605 GLENRIDGE DRIVE
SUITE 800
ATLANTA, GA 30342

CERTIFICATE OF ORGANIZATION

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

OLD ORTEGA HOLDINGS, LLC
A GEORGIA LIMITED LIABILITY COMPANY

has been duly organized under the laws of the State of Georgia on the effective date stated above by the filing of articles of organization in the Office of the Secretary of State and by the paying of fees as provided by Title 14 of the Official Code of Georgia Annotated.

WITNESS my hand and official seal in the City of Atlanta and the State of Georgia on the date set forth above.



Cathy Cox
Secretary of State

**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:

Old Ortega Holdings, LLC

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

Clive N. Morgan, Esq.

(Name)

5627 Atlantic Boulevard, Suite 9

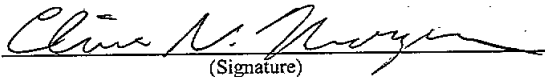
Florida street address (P.O. Box **NOT** ACCEPTABLE)

Jacksonville, Florida 32207

FL

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.

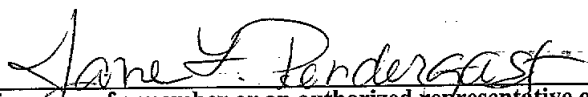

(Signature)

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 _____
Old Ortega Holdings, 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 \$ 80,000.00;
- 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 \$ 80,000.00.
(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.)

Jane F. Pendergast

Typed or printed name of signee

Filing Fee: \$250.00 for Application and Affidavit