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SHAINBERG  
KOSTEN  
KAPLAN &  
DUNSTAN, PC**

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(901) 255-0404

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April 16, 1999

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-07/23/99-01048--007  
\*\*\*\*285.00 \*\*\*\*285.00

Florida Department of State  
Division of Corporations  
PO Box 6327  
Tallahassee, FL 32314

Re: Makaira, LLC - Application by Foreign Limited Liability Company for Authority to  
Transact Business in Florida

Dear Sir/Madam:

Enclosed for filing in your office please find Application by Foreign Limited Liability Company for Authority to Transact Business in Florida, Certificate of Designation of Registered Agent/Registered Office and Affidavit of Membership and Contributions of Foreign Limited Liability Company. Also enclosed please find a check made payable to the Florida Department of State in the amount of \$285.00 as the filing fee. Please have these documents recorded and return any documents, letters of acknowledgment or certificates to my attention at the address listed on this letterhead.

If you have any questions, please don't hesitate to contact this office.

Very truly yours,

HARKAVY SHAINBERG KOSTEN  
KAPLAN & DUNSTAN, PC

By: SUE GARNER

Susan Garner  
Secretary to Allen C. Dunstan

Enclosures

cc: James A. Massey

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 JUL 3 PM 3: 04

M99-1165

*[Handwritten signature]*

**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. Makaira, 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. Tennessee  
(Jurisdiction under the law of which foreign limited liability company is organized)
3. Applied For  
(FEI number, if applicable)
4. May 18, 1999  
(Date of Organization)
5. Perpetual  
(Duration: Year limited liability company will cease to exist or "perpetual")
6. July 15, 1999  
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 711 Mosswood Cove  
Memphis, TN 38017  
(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:
James A. Massey	Chief Manager		
c/o Destin Yacht Club			
320 Highway 98 East #104			
Destin, FL 32541			

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 JUL 28 PM 3:04

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:

Makaira, LLC

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

James A. Massey

(Name)

c/o Destin Yacht Club  
320 Highway 98 East #104

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

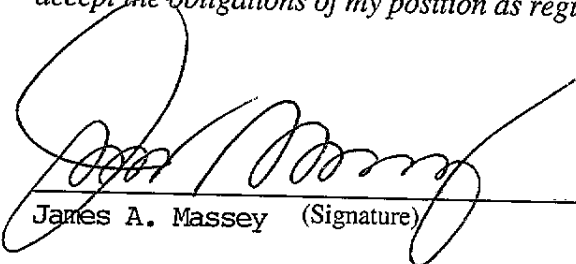
Destin

FL

32541

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.*

  
James A. Massey (Signature)

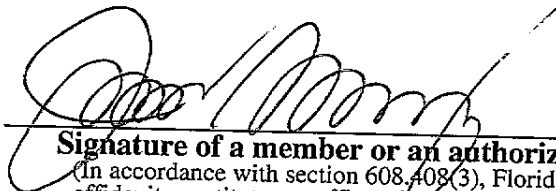
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**Filing Fee: \$ 35 for Designation of Registered Agent**

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

The undersigned member or authorized representative of a member of Makaira, 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 \$1,000.00 ;
- 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 \$1,000.00 .  
(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.)

James A. Massey, Member and Chief Manager

Typed or printed name of signee

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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**Filing Fee: \$250.00 for Application and Affidavit**

**Secretary of State**

**Corporations Section**

**James K. Polk Building, Suite 1800  
Nashville, Tennessee 37243-0306**

ISSUANCE DATE: 06/28/1999  
REQUEST NUMBER: 99179571  
TELEPHONE CONTACT: (615) 741-6488

CHARTER/QUALIFICATION DATE: 06/03/1999  
STATUS: ACTIVE  
CORPORATE EXPIRATION DATE: PERPETUAL  
CONTROL NUMBER: 0371844  
JURISDICTION: TENNESSEE

TO:  
THE SEARCH IS ON  
PO BOX 120598

NASHVILLE, TN 37212

REQUESTED BY:  
THE SEARCH IS ON  
PO BOX 120598

NASHVILLE, TN 37212

**CERTIFICATE OF EXISTENCE**

I, RILEY C DARNELL, SECRETARY OF STATE OF THE STATE OF TENNESSEE DO HEREBY CERTIFY THAT

"MAKAIRA, LLC"

A LIMITED LIABILITY COMPANY DULY FORMED UNDER THE LAW OF THIS STATE WITH DATE OF  
FORMATION AND DURATION AS GIVEN ABOVE;  
THAT ALL FEES, TAXES, AND PENALTIES OWED TO THIS STATE WHICH AFFECT THE  
EXISTENCE OF THE LIMITED LIABILITY COMPANY HAVE BEEN PAID;  
THAT ARTICLES OF DISSOLUTION HAVE NOT BEEN FILED; AND  
THAT ARTICLES OF TERMINATION OF THE EXISTENCE HAVE NOT BEEN FILED.

FOR: REQUEST FOR CERTIFICATE

ON DATE: 06/28/99

FROM:  
TSIO (BOX 120598)  
P. O. BOX 120598

NASHVILLE, TN 37212-0000

RECEIVED: FEES \$420.00 \$0.00

TOTAL PAYMENT RECEIVED: \$420.00

RECEIPT NUMBER: 00002514910  
ACCOUNT NUMBER: 00000499



*Riley C Darnell*

RILEY C. DARNELL  
SECRETARY OF STATE