

M99000001185

MOORE & VAN ALLEN, PLLC

ATTORNEYS AT LAW

2200 WEST MAIN STREET, SUITE 800  
DURHAM, NORTH CAROLINA 27705-4652

TELEPHONE 919-286-8000  
FACSIMILE 919-286-8199

PLEASE REPLY TO:  
P. O. BOX 3843  
DURHAM, NORTH CAROLINA 27702-3843  
<http://www.mvalaw.com>

OTHER OFFICES:  
CHARLOTTE, NC  
RALEIGH, NC  
CHARLESTON, SC

June 29, 1999

VIA FEDERAL EXPRESS

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

600002919876--3

-06/30/99-01068-010

\*\*\*\*346.25 \*\*\*\*346.25

Re: *Convenience USA LLC*

Dear Sir or Madam:

In connection with the above entity, enclosed you will find the following documents:

1. Original and one conformed copy of Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida;
2. Original and one conformed copy of Certificate of Designation of Registered Agent/Registered Office;
3. Original Certificate of Existence as issued by the North Carolina Secretary of State; and
4. Moore & Van Allen, PLLC check in the amount of \$346.25; of which \$250.00 is the filing fee for the Application and accompanying affidavit, \$35.00 is the filing fee for the Designation of Registered Agent, \$52.50 for a Certified Copy of the filing and \$8.75 for a Certificate of Status.

If there is a problem with this filing, please call me collect at (919) 286-8057. Otherwise, please forward evidence of the filing to me in the enclosed Federal Express return envelope.

Very truly yours,

MOORE & VAN ALLEN, PLLC



Melody Adams  
Legal Assistant

Enclosures

DUR\MLA\AAAA\235456\_1

W99-15593

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 JUL 26 PM 2:45



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

July 7, 1999

MOORE & VAN ALLEN, PLLC  
C/O MELODY ADAMS  
P.O. BOX 3843  
SURHAM, NC 27702-3843

SUBJECT: CONVENIENCE USA LLC  
Ref. Number: W99000015593

We have received your document for CONVENIENCE USA LLC and your check(s) totaling \$346.25. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is not available. Therefore, the limited liability company must adopt an alternate name for use in the state of Florida. To adopt an alternate name the entity must submit a resolution signed by a managing member or manager adopting the alternate name for use in the state of Florida. The alternate name must end with "L.L.C.," "L.C.," "Limited Liability Company" or "Limited 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) 487-6094.

Agnes Lunt  
Document Specialist

Letter Number: 299A00035168

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 JUL 26 PM 2:45

# MOORE & VAN ALLEN, PLLC

ATTORNEYS AT LAW

2200 WEST MAIN STREET, SUITE 800  
DURHAM, NORTH CAROLINA 27705-4652

TELEPHONE 919-286-8000  
FACSIMILE 919-286-8199

PLEASE REPLY TO:  
P. O. BOX 3843  
DURHAM, NORTH CAROLINA 27702-3843  
<http://www.mvalaw.com>

OTHER OFFICES:  
CHARLOTTE, NC  
RALEIGH, NC  
CHARLESTON, SC

July 26, 1999

## VIA FEDERAL EXPRESS

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

**Re: Convenience USA LLC**

Dear Sir or Madam:

In connection with the above entity, enclosed you will find the following documents:

1. Florida Department of State letter dated July 7, 1999 (Ref. Number: W99000015593); and
2. Resolution of Managing Members or Managers regarding DBA for transacting business in Florida.

If there is a problem with this filing, please call me collect at (919) 286-8057. Otherwise, please forward the Certified copy of the filing along with the Certificate of Status to me in the enclosed Federal Express return envelope.

Very truly yours,

MOORE & VAN ALLEN, PLLC



Melody Adams  
Legal Assistant

Enclosures

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
JUL 26 PM 2:45

## RESOLUTION OF MANAGING MEMBERS OR MANAGERS

I, the undersigned Donald R. Draughon, Jr.

(Name)

do hereby certify that this Resolution of the Managing Members or Managers of

Convenience USA LLC

(Name of Limited Liability Company)

a limited liability company duly organized and existing under the laws of the State of

North Carolina, was duly adopted on July 23, 1999.

Be it resolved, that CONVENIENCE USA LLC

(Name of Limited Liability Company)

organized and existing in the state of North Carolina, hereby adopts the

name of Convenience USA LLC of North Carolina for use in Florida.

Dated: July 23, 1999



Signature of a Member or an Authorized Representative of a Member  
Donald R. Draughon, Jr.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

1999 JUL 26 PM 2:45

# 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. Convenience USA 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. North Carolina  
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 56-2065366  
(FEI number, if applicable)
4. January 23, 1998  
(Date of Organization)
5. December 2048  
(Duration: Year limited liability company will cease to exist or "perpetual")
6. May 15, 1999  
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 400 West Main Street, Suite 300  
Durham, North Carolina 27701  
(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>Donald R. Draughon, Jr.</u>	<u>MGRM</u>	<u>Thomas G. Turner</u>	<u>MGRM</u>
<u>400 W. Main St. Ste 300</u>		<u>400 W. Main St. Ste 300</u>	
<u>Durham, NC 27701</u>		<u>Durham, NC 27701</u>	
<u>Eugene B. Horne</u>	<u>MGRM</u>		
<u>400 W. Main St. Ste 300</u>			
<u>Durham, NC 27701</u>			

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
JUL 26 PM 2:45

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:

Convenience USA LLC

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

James S. Campbell

(Name)

3 West Garden Street, 6th Floor

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

Pensacola

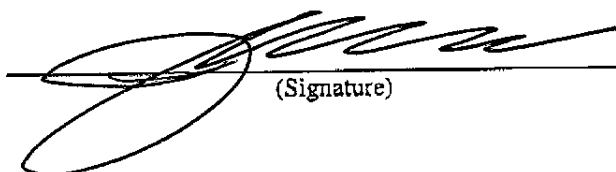
FL

32501

City/State/Zip

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 JUL 26 PM 2:45

*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**

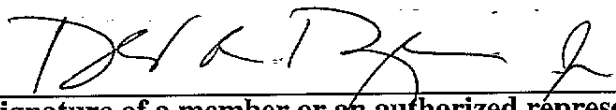
The undersigned member or authorized representative of a member of \_\_\_\_\_  
Convenience USA LLC \_\_\_\_\_ certifies:

1) the above named limited liability company has at least one member;

2) the total amount of cash contributed by the member(s) is \$ 100.00;

3) if any, the agreed value of property other than cash contributed by member(s) is \$ 0.00;  
(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 \$ 100.00.  
(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.)

\_\_\_\_\_  
DONALD R. DRAUGHON, JR.

Typed or printed name of signee

99 JUL 26 PM 2:45

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

**Filing Fee: \$250.00 for Application and Affidavit**

# STATE OF NORTH CAROLINA



Department of The  
Secretary of State

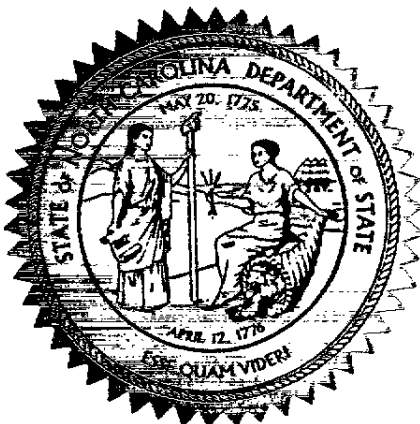
## CERTIFICATE OF EXISTENCE (Limited Liability Company)

I, **ELAINE F. MARSHALL**, *Secretary of State of the State of North Carolina*, do hereby certify that

CONVENIENCE USA LLC

is a limited liability company duly formed under the laws of the State of North Carolina, having been formed on the 23rd day of January, 1998, with a period of duration ending DEC 2048.

I **FURTHER** certify that the said limited liability company's articles of organization are not suspended for failure to comply with the Revenue Act of the State of North Carolina; that the said limited liability company is not administratively dissolved for failure to comply with the provisions of the North Carolina Limited Liability Company Act; and that the said limited liability company has not filed articles of dissolution as of the date of this certificate.



IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at the City of Raleigh, this 16th day of April, 1999.

*Elaine F. Marshall*

Secretary of State

FILED STATE  
SECRETARY OF CORPORATIONS  
DIVISION  
89 JUL 26 PM 2:45