



THE UNITED STATES  
CORPORATION  
COMPANY

M9900000/265

ACCOUNT NO. : 072100000032

REFERENCE : 336377 4321551

AUTHORIZATION :

COST LIMIT : \$ 337.50

Patricia Pizzuto

ORDER DATE : August 10, 1999

ORDER TIME : 3:50 PM

300002956443--9

ORDER NO. : 336377-005

CUSTOMER NO: 4321551

CUSTOMER: Elizabeth M. Love, Legal Asst  
Moore & Van Allen  
47th Fl., nationsbank Corp. Ctr  
100 North Tryon Street  
Charlotte, NC 28202-4003

FOREIGN FILINGS

NAME: NPB LIMITED, L.L.C.

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds

FILED  
99 AUG 10 AM 8:23  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RECEIVED  
99 AUG 10 PM 4:38  
OFFICE OF THE  
CLERK OF THE  
SUPREME COURT  
TALLAHASSEE, FLORIDA

Sc  
8-11-99

**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. NPB Limited, L.L.C.  
(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. Delaware  
(Jurisdiction under the law of which foreign limited liability company is organized)
3. " Applied for"  
( FEI number, if applicable)
4. 2-22-99  
(Date of Organization)
5. perpetual  
(Duration: Year limited liability company will cease to exist or "perpetual")
6. Upon Filing  
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.)
7. 121 West Trade Street, Suite 2550, Charlotte, NC 28202-5399

(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>Faison &amp; Associates</u>	<u>Manager</u>	<u></u>	<u></u>
<u>121 West Trade Street</u>		<u></u>	
<u>Suite 2550</u>		<u></u>	
<u>Charlotte, NC 28202-5399</u>		<u></u>	
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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.)

FILED  
99 AUG 10 AM 8:23  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

The member or authorized representative of a member of \_\_\_\_\_

NPB Limited, 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 \$ 20,500,000 ;

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 \$ 20,500,000 .  
(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.)

FAISON & ASSOCIATES, INC., Manager by: J.M. McCoy, Secretary

Typed or printed name of signee

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

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99 AUG 10 AM 8:23  
SECRETARY 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:

NPB Limited, L.L.C.

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

*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.*

By: Deborah D. Skipper

(Signature)

Deborah D. Skipper  
as its agent

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

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

99 AUG 10 AM 8:23

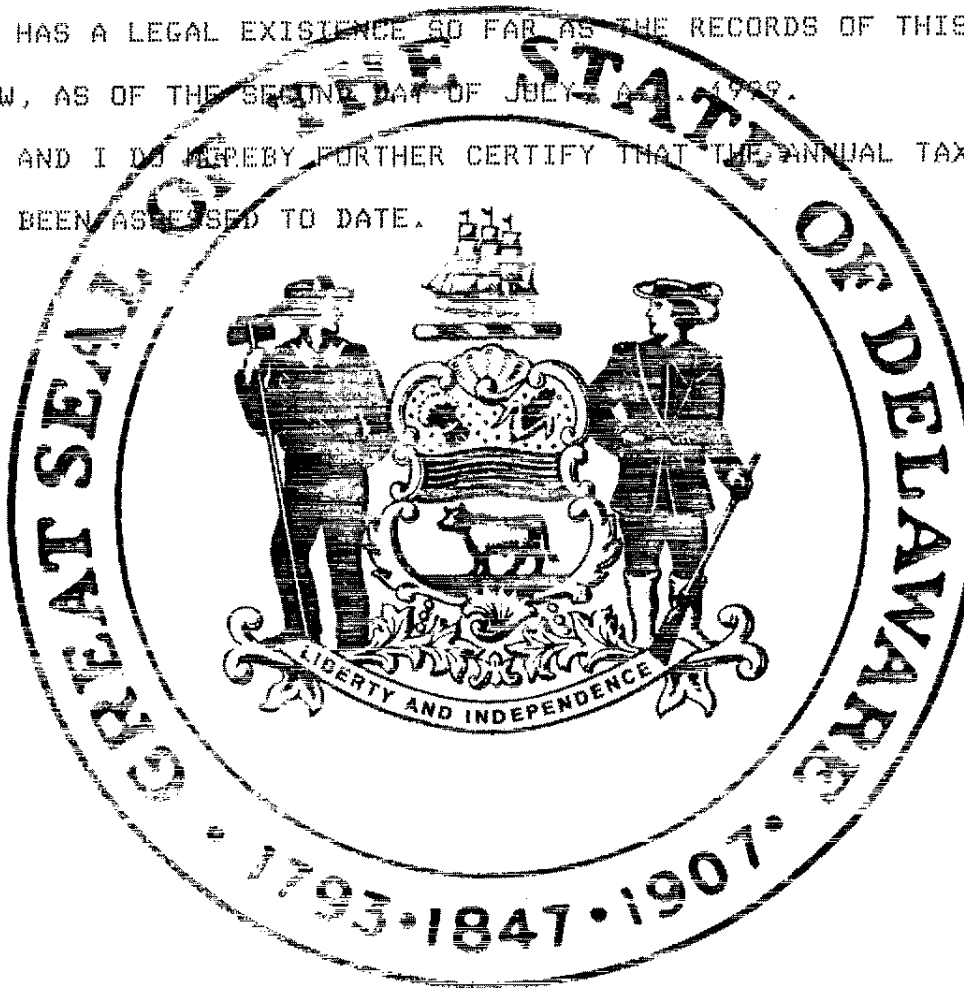
FILED

*Office of the Secretary of State*

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "NFB LIMITED, 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 SECOND DAY OF JULY, A.D., 1999.

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



*Edward J. Freel*

Edward J. Freel, Secretary of State

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991272141

AUTHENTICATION:

9845498

DATE:

97-02-99