

CULP ELLIOTT & CARPENTER, P.L.L.C.

A PROFESSIONAL LIMITED LIABILITY COMPANY INCLUDING A PROFESSIONAL ASSOCIATION  
ATTORNEYS AT LAW  
(704) 372-6332

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CHACE D. CAMPBELL §  
STEPHEN W. MARTIN §  
MELODY Y. MALONE §  
JOHN E. TROXEL §  
C. SHANNON ELLIOTTE §

DOUGLAS P. MUNSON  
1958 - 1992

SUITE 1500 CECILION BUILDING  
227 WEST MADISON STREET  
CHAPEL HILL, NORTH CAROLINA 28202  
TELEPHONE (704) 372-1474  
TELEFAX (704) 372-1474

August 23, 1999

\* Licensed in NC  
§ Licensed in NC and FL  
§ Licensed in NC and SC

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

RE: SGH-Orlando, LLC

300002968293--4

-08/24/99--01052--003

\*\*\*\*293.75 \*\*\*\*293.75

Dear Sir/Madam:

Enclosed please find an original and one copy of the Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida and Affidavit for the above referenced company. Additionally, enclosed please find the Designation of Registered Agent and a check in the amount of \$293.75 to cover the cost of filing and a certificate of status. Please file in your usual manner and return in the enclosed Federal Express envelope.

If you should have any questions or comments, please contact my office.

Sincerely,

CULP ELLIOTT & CARPENTER, P.L.L.C.

*Kenette Atkins*

Kenette Atkins, Legal Secretary

Enclosures  
64608

1744-1356

Name	OR 8-27
Availability	OK
Time	OK
Rate	OK
Notes	OK
Unit	OK
V	OK
Agent	OK
Ver	OK

**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. SGH-Orlando, 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. \_\_\_\_\_  
(FEI number, if applicable)
4. August 19, 1999  
(Date of Organization)
5. December 31, 2098  
(Duration: Year limited liability company will cease to exist or "perpetual")
6. August 19, 1999  
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 122 Cherokee Road  
Charlotte, North Carolina 28207  
(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:
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Steven G. Harris      MGR

122 Cherokee Road

Charlotte, NC 28207

J. Bradley Murr

122 Cherokee Road

Charlotte, NC 28207

FILED  
29 AUG 24 AM 8:30  
SECRETARY OF STATE  
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.)

# STATE OF NORTH CAROLINA



Department of The  
Secretary of State

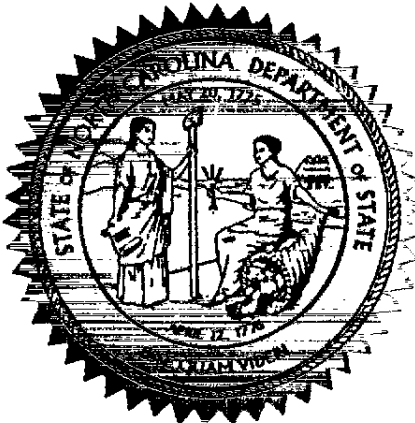
## CERTIFICATE OF EXISTENCE (Limited Liability Company)

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

**SGH-ORLANDO, LLC**

is a limited liability company duly formed under the laws of the State of North Carolina, having been formed on the 19th day of August, 1999, with its period of duration ending DEC 2098.

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 this date of this certificate.



IN WITNESS WHEREOF, I have hereunto  
set my hand and affixed my official seal at the  
City of Raleigh, this 20th day of August,  
1999.

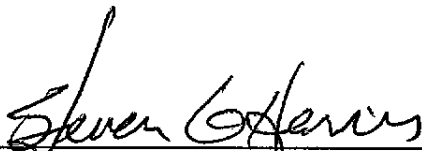
*Elaine F. Marshall*

Secretary of State

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

The undersigned member or authorized representative of a member of SGH-Orlando, 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 \$ 10,000;
- 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 \$ 10,000.  
(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.)

Steven G. Harris

Typed or printed name of signee

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

FILED  
09 AUG 26 AM 8:30  
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:

SGH-Orlando, LLC

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.*

Laura R. Dunlap  
(Signature)

Laura R. Dunlap  
as its agent

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

FILED  
99 AUG 24 AM 8:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA