

M99000001445



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 363027 4321551

AUTHORIZATION :

Patricia Pizote

COST LIMIT : \$ 285

ORDER DATE : September 2, 1999

ORDER TIME : 10:47 AM

ORDER NO. : 363027-005

CUSTOMER NO: 4321551

CUSTOMER: Ms. Cynthia McDaniel
Moore & Van Allen
47th Fl., nationsbank Corp. Ctr
100 North Tryon Street
Charlotte, NC 28202-4003

9/7/99

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 SEP -7 AM 11:21

W99-20635

FOREIGN FILINGS

400002979574--3

NAME: DIXIE HIGHWAY, L.L.C.

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tamara Odom

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

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

99 SEP -7 PM 12:27

RECEIVED



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

September 7, 1999

RESUBMIT

Please give original
submission date as file date.

9-7-99

CSC
ATTN; TAMARA ODOM

SUBJECT: DIXIE HIGHWAY, L.L.C.
Ref. Number: W99000020635

We have received your document for DIXIE HIGHWAY, L.L.C. and the authorization to debit your account in the amount of \$. However, the document has not been filed and is being returned for the following:

The date first transacted business in Florida within the meaning of s. 607.1501 or 608.501, F.S., must be set forth in section 6 of the application. If the corporation/limited liability company has not yet transacted business in Florida within this meaning, please insert the words "upon qualification" in lieu of a date. (Note: Pursuant to s. 607.1502(4), F.S., this office collects a civil penalty of \$1000 for each year other than the application filing year, that a foreign corporation or limited liability company transacts business in this state without authority along with the past annual report fees due this office.)

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: 699A00044220

RECEIVED
99 SEP 14 PM 3:56
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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. DIXIE HIGHWAY, 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. 56-2058430
(FEI number, if applicable)
4. November 20, 1997
(Date of Organization)
5. December 31, 2010
(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. c/o Faison & Associates, Inc., 2500 Interstate Tower
121 West Trade Street, 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>Richard G. Sesler</u>	<u>MGR</u>	<u>J. Martin McCoy</u>	<u>MGR</u>
<u>2500 Interstate Tower</u>		<u>2500 Interstate Tower</u>	
<u>121 West Trade Street</u>		<u>121 West Trade Street</u>	
<u>Charlotte, NC 28202-5399</u>		<u>Charlotte, NC 28202-5399</u>	
<u>Philip W. Norwood</u>	<u>MGR</u>	<u>Allen S. Jackson</u>	<u>MGR</u>
<u>2500 Interstate Tower</u>		<u>2500 Interstate Tower</u>	
<u>121 West Trade Street</u>		<u>121 West Trade Street</u>	
<u>Charlotte, NC 28202-5399</u>		<u>Charlotte, NC 28202-5399</u>	
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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 SEP -7 AM 11:21

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.)

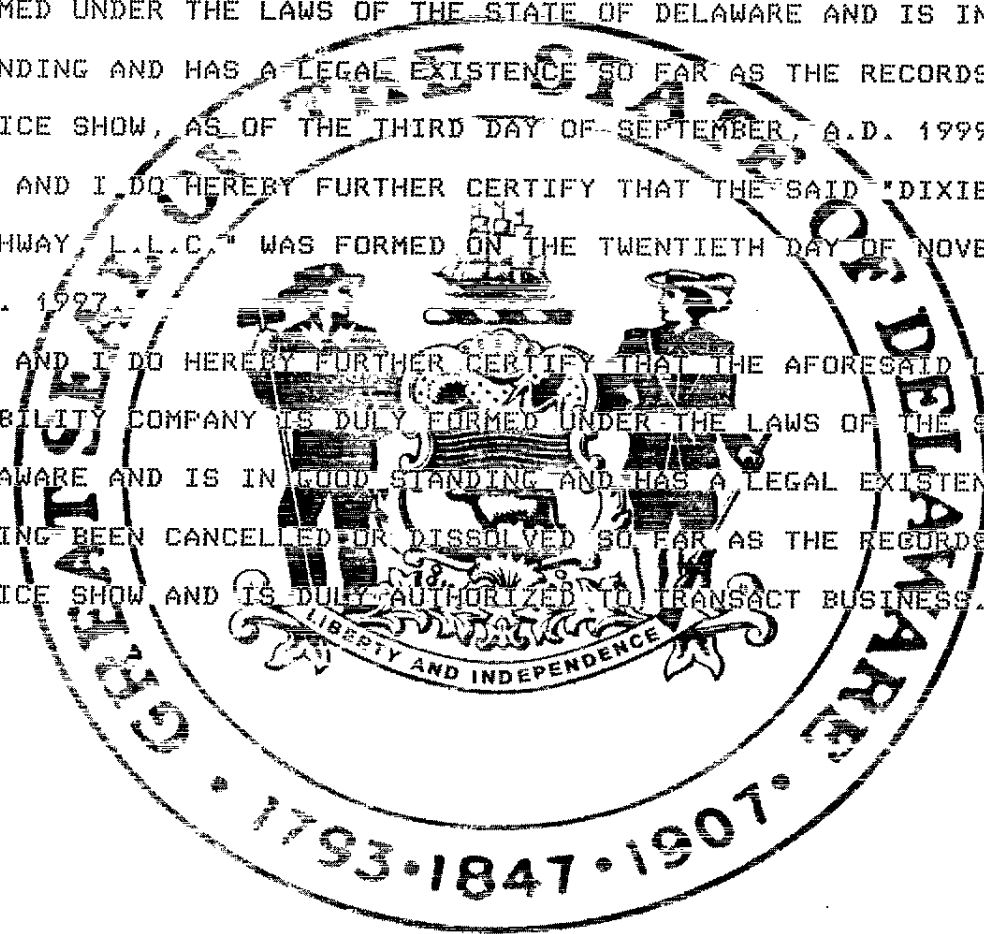
State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "DIXIE HIGHWAY, 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 THIRD DAY OF SEPTEMBER, A.D. 1999.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "DIXIE HIGHWAY, L.L.C." WAS FORMED ON THE TWENTIETH DAY OF NOVEMBER, A.D. 1997.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID LIMITED LIABILITY COMPANY IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE NOT HAVING BEEN CANCELLED OR DISSOLVED SO FAR AS THE RECORDS OF THIS OFFICE SHOW AND IS DULY AUTHORIZED TO TRANSACT BUSINESS.



Edward J. Freel

Edward J. Freel, Secretary of State

2823558 8300

991369597

AUTHENTICATION:

DATE:

9954059

09-03-99

**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:

DIXIE HIGHWAY, 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.

Corporation Service Company

By: JL Oliver

(Signature)

Jennifer L. Oliver, Authorized Representative

Filing Fee: \$ 35 for Designation of Registered Agent

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

The member or authorized representative of ^{PERS HOLDING COMPANY LIMITED, L.L.C.} ~~a~~ member of DIXIE HIGHWAY, 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 \$10,715,000.00;
- 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 \$10,715,000.00.
(This total includes amounts from 2 and 3 above.)

Mary Beth Shanahan
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.)

Mary Beth Shanahan
Typed or printed name of signee

Filing Fee: \$250.00 for Application and Affidavit

DIXIE HIGHWAY, L.L.C.
a Delaware limited liability company
121 W. Trade Street
Suite 2550
Charlotte, North Carolina 28202

Direct Dial: (704) 972-2621
Facsimile: (704) 972-2699

September 13, 1999.

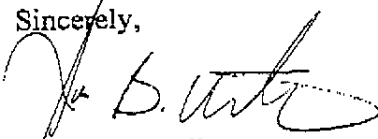
Florida Department of State
Division of Corporations
The Capitol
Tallahassee, Florida 32399-0250

Re: Florida Qualifications for Dixie Highway, L.L.C.

Dear Sir or Madam:

We are changing the date we first transacted business in Florida from "November 20, 1997" to "upon qualification" due to the fact that we misunderstood the questions to mean the date business began. November 20, 1997 is the date Dixie Highway, L.L.C. was organized in the State of Delaware. This company will begin doing business in the State of Florida upon qualification."

Sincerely,



John B. Detwiler
Vice President - Real Estate

JBD/pfw