

M99000001445



ACCOUNT NO. : 072100000032  
REFERENCE : 363027 4321551  
AUTHORIZATION : *Patricia Pijet*  
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
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tamara Odom

Name	
Availability	<b>MJH</b>
Document Examiner	
Updater	
Updater Verifier	
Acknowledgement	
W. P. Verifier	

RECEIVED  
99 SEP - 7 PM 12: 27  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

~~September 7, 1999~~

CSC  
ATTN; TAMARA ODOM

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

**RESUBMIT**

Please give original  
submission date as file date.

9-7-99

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>	
_____		_____	
_____		_____	
_____		_____	

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

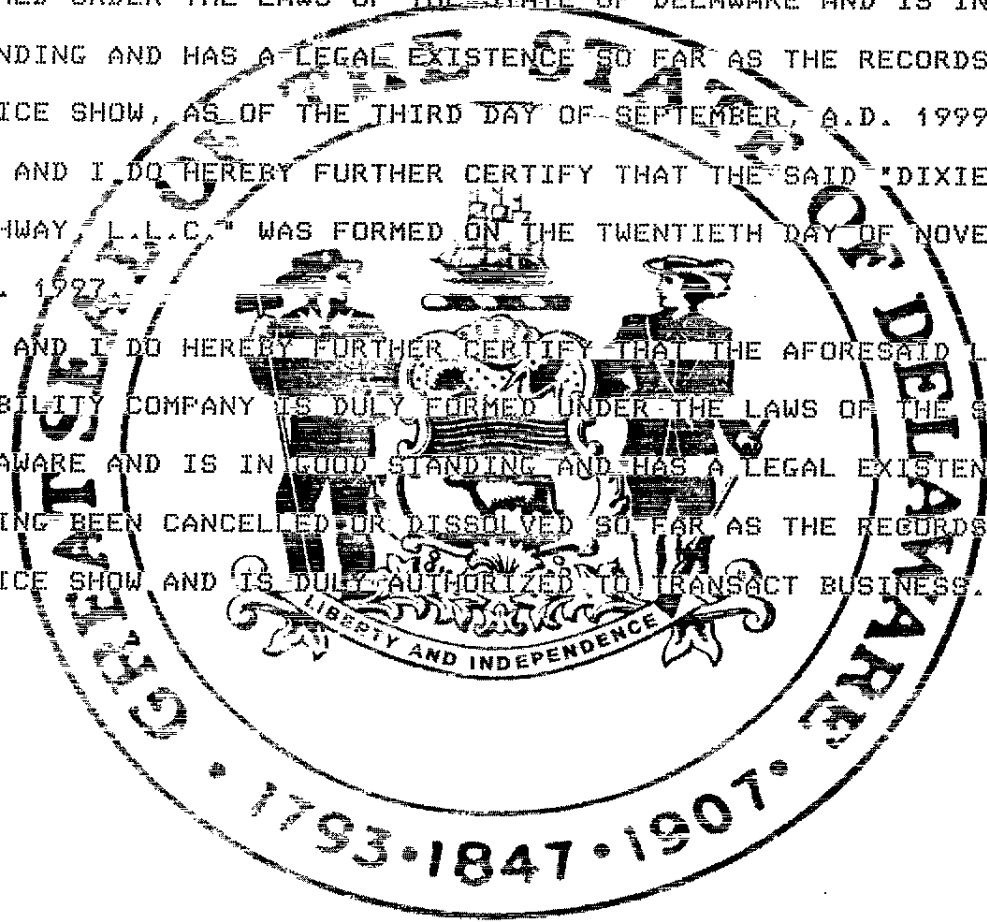
9. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the Secretary of State or the proper official having custody of records in the state under the law of which it is organized. (A photocopy is not acceptable. If the certificate in in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

Office of the Secretary of State

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 <sup>PERS HOLDING COMPANY LIMITED, L.L.C.</sup> 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.

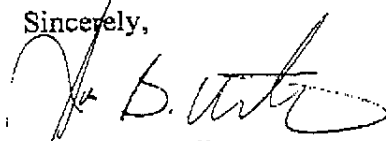
Florida Department of State  
Division of Corporations  
The Capitol  
Tallahassee, Florida 32399-0250

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