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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FOREIGN LIMITED LIABILITY COMPANY

Bayside Partners, L.L.C.

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TALLAHASSEE, FLORIDA

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**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR  
AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**

IN COMPLIANCE WITH FSA § 608.503, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. Name of Foreign Limited Liability Company [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]:

Bayside Partners, L.L.C.

2. Jurisdiction under the law of which foreign limited liability company is organized: State of Georgia

3. FBI number, if applicable: 58-2399920

4. Date of organization: August 17, 1998

5. Duration: July 1, 2028

6. Date first transacted business in Florida [SEE FSA §§ 808.501, 808.502 and 817.155]: October 7, 1999

7. Street address of principal office:

1155 Mid-Broadwell Road  
Alpharetta, GA 31794

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):

<u>NAME &amp; ADDRESS</u>	<u>TITLE</u>
Robert H. Latimer 1026 Baracuda Bay Point Panama City Beach, FL 32411	MGRM

THIS INSTRUMENT PREPARED BY:  
 J. Robert Hughes, Esq.  
 Fla. Bar No. 0111806  
 Barron, Redding, Hughes, Fite,  
 Bassett, Fensom & Sanborn, P.A.  
 220 McKenzie Avenue  
 P.O. Box 2467  
 Panama City, FL 32402  
 (850) 785-7454

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The undersigned member or authorized representative of a member of Bayside Partners, L.L.C., deposes and says:

- 1) the above named limited liability company has at least two members;
- 2) the total amount of cash contributed by the member(s) is \$ \_\_\_\_\_;
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ \_\_\_\_\_. A description of the property is attached and made a part hereof;
- 4) the total amount of cash or property anticipated to be contributed by member(s) is \$ \_\_\_\_\_. This total includes amounts from 2 and 3 above.

*R.H. Latimer*  
 \_\_\_\_\_  
 Robert H. Latimer, Member

(The execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

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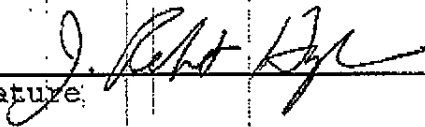
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**CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO FLORIDA STATUTES, THE UNDERSIGNED FOREIGN LIMITED LIABILITY COMPANY, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA:

- 1. The name of the limited liability company is:  
**Bayside Partners, L.L.C.**
- 2. The name and address of the registered agent and office is:  
**J. Robert Hughes, Esq.  
220 McKenzie Avenue  
Panama City, FL 32401**

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

10/6/99  
\_\_\_\_\_  
Date

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