

Reilly Enterprises

630 Silvershore Drive
Pensacola FL 32507-3345

Phone (850) 453-6265
Fax (850) 456-0649

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***285.00 ***285.00

September 07, 1999

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee FL 32314

To comply with Section 608.503, Florida Statutes, we are enclosing the documentation and fees required for application as a Foreign Liability Company for authorization to transact business in the State of Florida.

Sincerely,

Ann S. Reilly

Ann S. Reilly

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 SEP 30 PM 1:56

FILED



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

September 20, 1999

ANN S. REILLY
REILLY ENTERPRISES
630 SILVERSHORE DRIVE
PENSACOLA, FL 32507-3345

SUBJECT: REILLY ENTERPRISES, LLC
Ref. Number: W99000021514

We have received your document for REILLY ENTERPRISES, LLC and your check(s) totaling \$285.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is not available. Therefore, the limited liability company must adopt an alternate name for use in the state of Florida. To adopt an alternate name the entity must submit a resolution signed by a managing member or manager adopting the alternate name for use in the state of Florida. The alternate name must end with "L.L.C.," "L.C.," "Limited Liability Company" or "Limited Company."

The name listed in number one of the application must be identical to the name listed in the certificate of existence.

If the limited liability company will be managed by a manager or managers, a statement to that effect is required as well as the names and street addresses of such managers who are to serve as managers; or if the management is reserved to the members, a statement to that effect is required as well as the names and street addresses of the managing members.

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) 487-6043.

Shawn Logan
Document Specialist

Letter Number: 399A00045917



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

October 5, 1999

ANN S. REILLY
REILLY ENTERPRISES
630 SILVERSHORE DRIVE
PENSACOLA, FL 32507-3345

SUBJECT: REILLY ENTERPRISES, LLC
Ref. Number: W99000021514

We have received your document for REILLY ENTERPRISES, LLC and your check(s) totaling \$285.00. However, the document has not been filed and is being retained in this office for the following:

The name you have listed in the resolution is not available.

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) 487-6043.

Shawn Logan
Document Specialist

Letter Number: 999A00048221

**MINUTES OF A SPECIAL MEETING OF MANAGERS
OF
REILLY ENTERPRISES, L. L. C.**

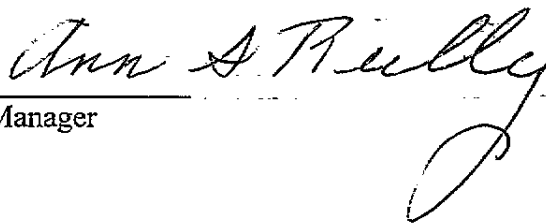
A special meeting of the managers was held on the 28th day of September 1999 at 2:00 o'clock at the firm's principal office.

The meeting was called to order by Ann Reilly, manager for the purpose of adopting a trade name, which is to conduct business in the State of Florida.

RESOLVED, that the Limited Liability Company adopt the trade name: Reilly Enterprises of Louisiana, L.L.C.

RESOLVED FURTHER, that the manager record adoption and use of said fictitious name with the appropriate public records.

The undersigned hereby certifies that she is the duly elected and qualified Secretary and custodian of the books and records of Reilly Enterprises, L.L.C., a Limited Liability Company duly formed pursuant to the laws of the State of Louisiana and that the foregoing is a true record of a resolution duly adopted at a meeting of the managers, and that said meeting was held in accordance with the state laws and Bylaws of the above-name Limited Liability Company on the 28th day of September 1999.



Manager

**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. Reilly Enterprises, 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. Louisiana

(Jurisdiction under the law of which foreign limited liability company is organized)

3. 72-1331306

(FEI number, if applicable)

4. July 1, 1996

(Date of Organization)

5. Perpetual

(Duration: Year limited liability company will cease to exist or "perpetual")

6. August 1999

(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))

7. 630 Silvershore Drive

Pensacola, FL 32507

(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:

Kevin Reilly, Sr. Manager

Ann Reilly Manager

630 Silvershore Dr.

630 Silvershore Drive

Pensacola, FL 32507

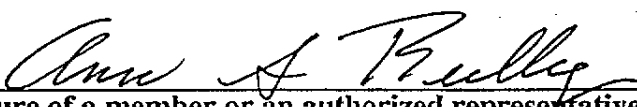
Pensacola, FL 32507

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.)

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

The undersigned member or authorized representative of a member of Reilly
Enterprises, 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 \$ 16,921;
- 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 hereto.)
and
- 4) the total amount of cash and property contributed and anticipated to be contributed
by member(s) is \$ 16,921.
(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.)

Ann S. Reilly
Typed or printed name of signee

Filing Fee: \$250.00 for Application and Affidavit

**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:

Reilly Enterprises, L.L.C.

2. The name and the Florida street address of the registered agent and office are:

Daniel L. Roberts

(Name)

434 South Navy Blvd.

Florida street address (P.O. Box **NOT** ACCEPTABLE)

Pensacola

FL 32507

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.



(Signature)

Filing Fee: \$ 35 for Designation of Registered Agent

UNITED STATES OF AMERICA

State of Louisiana



Box McKeithen

SECRETARY OF STATE

As Secretary of State, of the State of Louisiana, I do hereby Certify that
the Articles of Organization of

REILLY ENTERPRISES, L.L.C.

Domiciled at BATON ROUGE, LOUISIANA,

Were filed in this Office and a Certificate of Organization
was issued on July 18, 1996,

I further certify that no Certificate of Dissolution has
been issued.

*In testimony whereof, I have hereunto set
my hand and caused the Seal of my Office
to be affixed at the City of Baton Rouge on,*

September 8, 1999

Box McKeithen

BBE 34532859K

Secretary of State

