

PO6000155357

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

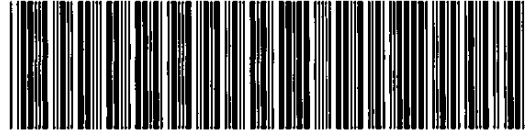
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



200082240302

12/21/06--01002--018 **122.50

OFFICE OF THE STATE
CLERK OF CORPORATIONS
TALLAHASSEE, FLORIDA

RECEIVED
06 DEC 20 PM 3:34

FILED

OFFICE OF THE STATE
CLERK OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED
06 DEC 20 AM 10:36

FILED

EFFECTIVE DATE

12/22/06



CT.
a Wolters Kluwer business

CT
1203 Governors Square Blvd.
Tallahassee, FL 32301-2960

850 222 1092 tel
850 222 7615 fax
www.ctlegalsolutions.com

December 20, 2006

Department of State, Florida
Clifton Building
2611 Executive Center Circle
Tallahassee FL 32301

FILED
06 DEC 20 AM 10:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
EFFECTIVE DATE
12/22/06

Re: Order #: 6810721 SO
Customer Reference 1: None Given
Customer Reference 2:

Dear Department of State, Florida:

Please obtain the following:

SPL Florida, Inc. (FL)
Incorporation
Florida

SPL Florida, Inc. (FL)
Cert Copy of Articles of Inc & All Amend/Mrgr
Florida

SPL Florida, Inc. (FL)
Certificate of Status/Authorization-Domestic
Florida

Enclosed please find a check for the requisite fees. Please return document(s) to the attention of the undersigned.

If for any reason the enclosed cannot be processed upon receipt, please contact the undersigned immediately at (850) 222-1092. Thank you very much for your help.

Thank You!
Connie

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: SPL Florida, Inc.

(Name of Resulting Florida Profit Corporation)

RECEIVED
12/22/06

FILED
06 DEC 20 AM 10:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The enclosed Certificate of Conversion, Articles of Incorporation, and fees are submitted to convert an "Other Business Entity" into a "Florida Profit Corporation" in accordance with s. 607.1115, F.S.

Please return all correspondence concerning this matter to:

Amanda Koenigsknecht

(Contact Person)

Sutherland, Asbill & Brennan

(Firm/Company)

999 Peachtree Street, NE

(Address)

Atlanta, Georgia 30309

(City, State and Zip Code)

For further information concerning this matter, please call:

Cliff Holt

(Name of Contact Person)

at (404) 853-8224

(Area Code and Daytime Telephone Number)

Enclosed is a check for the following amount:

- \$105.00 Filing Fees
- \$113.75 Filing Fees and Certificate of Status
- \$113.75 Filing Fees and Certified Copy
- \$122.50 Filing Fees, Certified Copy, and Certificate of Status

STREET ADDRESS:

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

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

EFFECTIVE DATE

12/22/06

Certificate of Conversion
For
"Other Business Entity"
Into
Florida Profit Corporation

FILED
06 DEC 20 AM 10:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

This Certificate of Conversion **and attached Articles of Incorporation** are submitted to convert the following **"Other Business Entity"** into a Florida Profit Corporation in accordance with s. 607.1115, Florida Statutes.

1. The name of the "Other Business Entity" immediately prior to the filing of this Certificate of Conversion is:

SPL Georgia LLC

(Enter Name of Other Business Entity)

2. The "Other Business Entity" is a limited liability company
(Enter entity type. Example: limited liability company, limited partnership, sole proprietorship, general partnership, common law or business trust, etc.)

first organized, formed or incorporated under the laws of Georgia
(Enter state, or if a non-U.S. entity, the name of the country)

on December 12, 2006
(Enter date "Other Business Entity" was first organized, formed or incorporated)

3. If the jurisdiction of the "Other Business Entity" was changed, the state or country under the laws of which it is now organized, formed or incorporated:

Georgia

4. The name of the Florida Profit Corporation as set forth in the **attached Articles of Incorporation:**

SPL Florida, Inc.

(Enter Name of Florida Profit Corporation)

5. If not effective on the date of filing, enter the effective date: December 22, 2006
(The effective date: 1) cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State; AND 2) must be the same as the effective date listed in the attached Articles of Incorporation, if an effective date is listed therein.)

Signed this 19 day of December, 2006.

Signature:  *DBS*
(Must be signed by a Chairman, Vice Chairman, Director, Officer, or, if Directors or Officers have not been selected, an Incorporator.)

Printed Name: David B. Songy Title: President

Fees:

Certificate of Conversion:	\$35.00
Fees for Florida Articles of Incorporation:	\$70.00
Certified Copy:	\$8.75 (Optional)
Certificate of Status:	\$8.75 (Optional)

Articles of Incorporation
of SPL Florida, Inc.

EFFECTIVE DATE
12/22/06
FILED
06 DEC 20 AM 10:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article I.

The name of this Corporation shall be SPL Florida, Inc.

Article II.

The principal place of business and mailing address of the Corporation is:

SPL Florida, Inc.
Tower Place 200
3348 Peachtree Road, NE
Suite 675
Atlanta, Georgia 30326

Article III.

The general nature of the business and activities to be transacted and carried on by this Corporation are as follows:

- (a) This Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be formed under Chapter 607 of the Florida Statutes.
- (b) To acquire by purchase, gift, devise, bequest or otherwise, to manufacture or construct, to own, use, hold and mortgage, pledge, assign and generally to deal in and with real and personal property of every sort and description, services, goodwill, franchises, inventions, patents, copyrights, trademarks, trade names and licenses, and interests of any sort in any such property.
- (c) To enter into and perform contracts of every sort and description, with any person, firm, association, corporation, municipality, county, state, nation or other body politic, or with any colony, dependency or agency of any of the foregoing.
- (d) To issue, execute, deliver, endorse, buy, sell, draw, accept and discount notes, drafts, letters of credit, checks and other bills of exchange and other evidences of indebtedness.
- (e) To borrow money, to lend money and extend credit, without limit in either case as to amount, in such amounts as the Board of Directors may from time to time determine; to guarantee and act as surety with respect to the debts of any other person, firm, association or corporation for any purpose with or without consideration; and to secure any direct or contingent indebtedness of the Corporation by the execution and delivery of mortgages, pledges, assignments, transfers in trust or other instruments appropriate for encumbering any or all of the property of the Corporation, or any interest therein.

(f) To acquire, by purchase, merger or otherwise, all or any part of the goodwill, rights, property and business of any person, firm association or corporation; in connection therewith to assume liabilities of any person, firm, association or corporation, and, in consideration of any such acquisition, to pay cash, to deliver stock, bonds, other securities, or property of any other kind.

(g) To issue, execute, deliver, guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge, assign and otherwise deal in and with shares of capital stock, bonds, debentures, other evidences of indebtedness and any and all other securities of any description created, issued or delivered by this Corporation or by any other corporation, association, person or firm of the State of Florida or of any other state or nation, and, while owner thereof, to exercise, to the extent permitted by law, all the rights, powers and privileges of ownership including, without limitation, the right to vote stock or other securities having voting rights.

(h) In general, to carry on any business and to have and exercise all of the powers conferred by the laws of the State of Florida, and to do any or all of the things hereinbefore set forth as principal, agent, or otherwise, either alone or in conjunction with others, in any part of the world.

(i) To perform every act necessary or proper for the accomplishment of the objects and purposes enumerated or for the protection and benefit of the Corporation.

(j) The objects and purposes specified in the foregoing clauses of this Article shall, unless expressly limited, not be limited or restricted by reference to, or inference from, any provision in this or any other Article of these Articles of Incorporation, shall be regarded as independent objects and purposes and shall be construed as powers as well as objects and purposes.

Article IV.

The authorized capital stock of this Corporation shall consist of 700 shares of Common Stock with a par value of \$10.00 per share. The stock of the Corporation shall be issued for such consideration as may be determined by the Board of Directors but not less than par value. Shareholders may enter into agreements with the Corporation or with each other to control or restrict the transfer of stock and such agreements may take the form of options, rights of first refusal, buy and sell agreements or any other lawful form of agreement.

Article V.

The name and street address of the member of the initial Board of Directors of the Corporation, and the President and Secretary of the Corporation, who shall hold office until the first annual meeting of shareholders, and thereafter until their successors are elected is:

David B. Songy
Tower Place 200
3348 Peachtree Road, NE
Suite 675
Atlanta, Georgia 30326

Article VI.

The name and street address of the Registered Agent is set forth below, and the certificate of designation and acceptance of the registered agent is set forth on Exhibit A.

CT Corporation Systems
1200 South Pine Island Road
Plantation, Florida 33324

Article VII.

The name and address of the Incorporator is:

David B. Songy
Tower Place 200
3348 Peachtree Road, NE
Suite 675
Atlanta, Georgia 30326

Article VIII.


These Articles of Incorporation may be amended in any manner now or hereafter provided for by law and all rights conferred upon shareholders hereunder are granted subject to this reservation.

Article IX.

The effective date of these Articles of Incorporation is December 22, 2006.

[Signatures appear on the following page]

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation.



David B. Songy *DS*

Exhibit A

**CERTIFICATE OF DESIGNATION AND ACCEPTANCE OF
REGISTERED AGENT AND REGISTERED OFFICE**

1. The name of the corporation is SPL Florida, Inc.
2. The name and address of the registered agent and registered office is:

CT Corporation Systems
1200 South Pine Island Road
Plantation, Florida 33324

The undersigned, having been named the Registered Agent of SPL Florida, Inc., hereby accepts such designation and is familiar with, and accepts the obligations of such position, and agrees to act in this capacity.

CT CORPORATION SYSTEMS, Registered Agent

By: _____

Title: _____