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E. CHARLES EICHENBAUM
(1907-1993)

June 20, 2000

TO: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: Warmack and Company, L.L.C.

Dear Sir or Madam:

Enclosed is "Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida," submitted to register the above referenced foreign limited liability company to transact business in Florida. In support we attach:

- 1) Original Certificate of Existence;
- 2) Affidavit of Membership and Contributions of Foreign Limited Liability Company;
- 3) Certificate of Designation of Registered Agent.

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Please issue a Certificate of Status and return all correspondence concerning this matter to the following:

Joe A. Polk
Eichenbaum, Liles & Heister, P.A. 300003308753--4
124 West Capitol, Suite 1400 -06/29/00--01055--019
Little Rock, AR 72201-3736 *****130.00 *****130.00

We enclose our check in the amount of \$130.00 for your fees. Should you need to call someone concerning this matter, please call:

Joe A. Polk at (501) 376-4531

STREET ADDRESS:
Qualification/Tax Lien Section
Division of Corporations
409 East Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:
Qualification/Tax Lien Section
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

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

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

1. Warmack and Company, L.L.C.
(Name of foreign limited liability company)
2. Arkansas 3. 75-2795888
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)
4. December 17, 1998 5. December 31, 2049
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")
6. July 1, 2000
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 650 Central Mall, Texarkana, TX 75503-2497

(Street address of principal office)

8. If limited liability company is a manager-managed company, check here
9. The usual business addresses of the managing members or managers are as follows:
650 Central Mall, Texarkana, TX 75503-2497

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TALLAHASSEE, FLORIDA

10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction 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.)

11. Nature of business or purposes to be conducted or promoted in Florida: real estate management

Ed Warmack
Signature of a member or an authorized representative of a member.
(In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Ed Warmack
Typed or printed name of signee

**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 IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: Warmack and Company, L.L.C.

2. The name and address of the registered agent and office is:

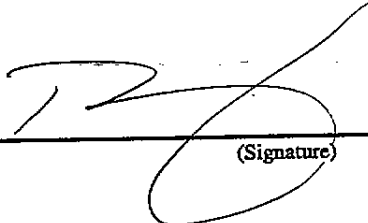
Bruce R. Abernethy, Jr.
(Name)

900 Virginia Avenue, Suite 6
(P.O. Box not acceptable)

Fort Pierce, FL 34982
(City/State/Zip)

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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)

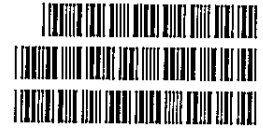
6-27-2000
(Date)

FILING FEE: \$ 35 for Designation of Registered Agent



Sharon Priest
SECRETARY OF STATE

State of Arkansas SECRETARY OF STATE



CERTIFICATE OF GOOD STANDING OF A DOMESTIC ORGANIZATION

I, Sharon Priest, Secretary of State of Arkansas, and as such, keeper of the records of domestic and foreign organizations, do hereby certify that the records of this office show:

WARMACK AND COMPANY, L.L.C.

an organization chartered under the laws of the State of Arkansas, filed Articles of Organization December 31, 1998.

I further certify that as far as the records show, this organization is at this time chartered and in good standing, having met all the requirements governing a domestic organization in this State.

In Testimony Whereof, I have hereunto set my hand and affixed my Official Seal. Done at my office in the City of Little Rock, Arkansas this 10th day of May 2000.

Sharon Priest

Sharon Priest, Secretary of State

by:

David Morrow
D E Morrow

C-2/Rev 10-1-88

LL-02