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660 EAST JEFFERSON STREET

Requestor's Name
TALLAHASSEE, FL 32301

Address
222-1092

City State Zip Phone

CORPORATION(S) NAME

Brasfield & Garrie, L.L.C.

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**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. Brasfield & Gorrie, 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 3. Applied for
(Jurisdiction under the law of which foreign limited liability (FEI number, if applicable)
company is organized)

4. September 22, 1997 5. perpetual
(Date of Organization) (Duration: Year limited liability company will
cease to exist or "perpetual")

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

7. 729 South 30th Street, Birmingham, Alabama 35233

(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>M.M. Gorrie</u> <u>729 South 30th Street</u> <u>Birmingham, Alabama 35233</u>	<u>Manager</u>	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
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**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN
LIMITED LIABILITY COMPANY**

The undersigned member or authorized representative of a member of _____
Brasfield & Gorrie, 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 \$ 100,000.00 .
- 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
- 4) the total amount of cash or property anticipated to be contributed by member(s) is
\$ 100,000.00 . This total includes amounts from 2 and 3 above.

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Signature of a member or 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.)

**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:

Brasfield & Gorrie, L.L.C.

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

C T Corporation System

(Name)

1200 South Pine Island Road

(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)

Plantation, Florida 33324

(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.

Dale W. Morris

(Signature)

Dale W. Morris, Asst. Vice President

October 24, 1997

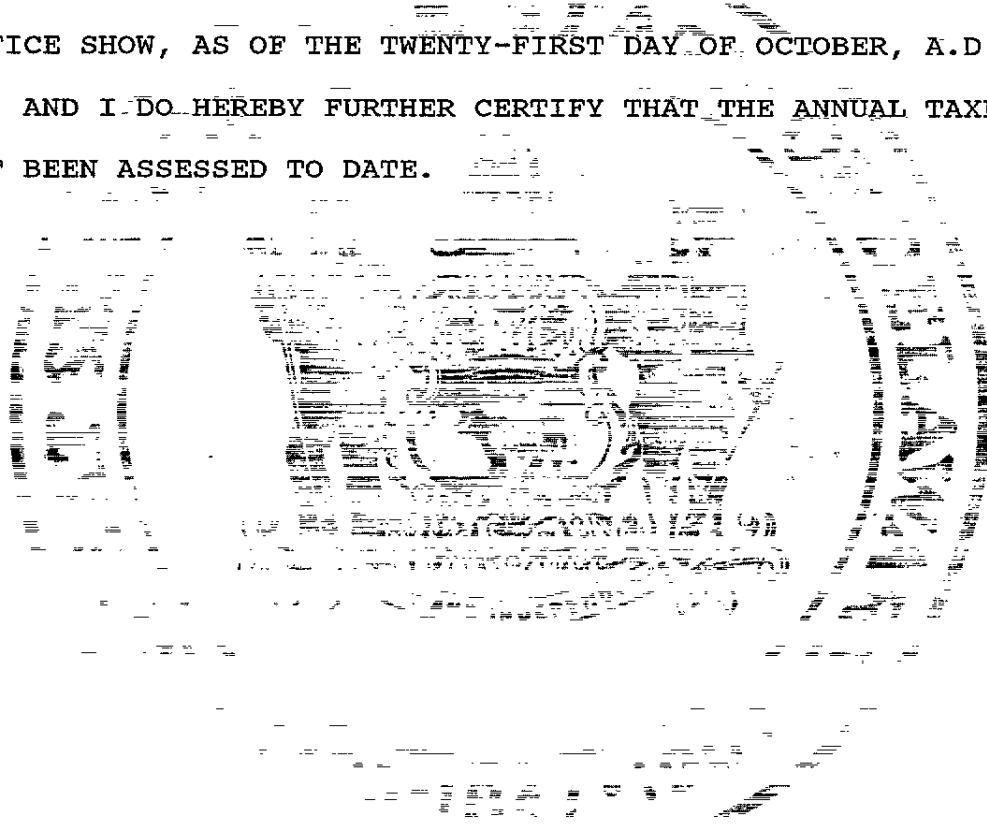
(Date)

Filing Fee: \$ 35 for Designation of Registered Agent

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "BRASFIELD & GORRIE, 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 TWENTY-FIRST DAY OF OCTOBER, A.D. 1997.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION:

DATE:

8714189

10-21-97