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City State Zip Phone

CORPORATION(S) NAME

700002664447--9
-10/15/98--01049--003
****285.00 ****285.00

F.M.B.C. II, L.L.C.

( ) Profit ( ) NonProfit (X) Limited Liability Co.	( ) Amendment	( ) Merger
(X) Foreign	( ) Dissolution/Withdrawal	( ) Mark
( ) Limited Partnership ( ) Reinstatement	( ) Annual Report ( ) Reservation	( ) Other UCC Filing ( ) Change of R.A. ( ) Fic. Name
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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

8. **F.M.B.C. II, L.L.C.**
(Name of foreign limited liability company)

2. **Delaware**
(Jurisdiction under the law of which foreign limited liability company is organized)

3. **Applied For**
(FEI number, if applicable)

4. **September 18, 1998**
(Date of Organization)

4. **Perpetual**
(Duration: Year limited liability company will cease to exist or "perpetual")

6. **October 5, 1998**
(Date first transacted business in Florida. (See sections 608.501, 608.502 and 817.155, F.S.)

7. **c/o John W. Henry & Company, Inc. , 301 Yamato Road, Suite #2200, Boca Raton, FL 33431**

(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).

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NAME & ADDRESS	TITLE:
F.M.B.C. I, L.L.C. **c/o John W. Henry & Company, Inc.** **301 Yamato Road, Suite #2200** **Boca Raton, Florida 33431**	**MGRM**

State of Delaware

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "F.M.B.C. II, 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 THIRTEENTH DAY OF OCTOBER, A.D. 1998.

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

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Edward J. Freel, Secretary of State

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AUTHENTICATION: 9351184

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DATE: 10-13-98

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:

F.M.B.C. II, L.L.C.

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

CT Corporation System
(Name)

1200 South Pine Island Road, Plantation, Florida 33324
Florida street address (P.O. Box **NOT** ACCEPTABLE)

FL
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.

Connie Bryan
(Signature) CONNIE BRYAN
SPECIAL ASSISTANT SECRETARY

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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN LIMITED LIABILITY COMPANY

The undersigned member or authorized representative of a member of **F.M.B.C. II, L.L.C.** certifies:

1 the above named limited liability company has a least one member

2. the total amount of cash contributed by the member(s) is $ **100**

3. if any, the agreed value of property other than cash contributed by member(s) is $ **0**
   (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 the member(s) is $ **100**

   (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.)

John W. Henry
Typed or printed name of signee

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