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July 21, 1999

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FEDERAL EXPRESS

Florida Secretary of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

Re: BMC Partners, Inc. - Application by Foreign Corporation  
BMC Warrington, Ltd. - Application by Foreign Limited  
Partnership

Dear Sir: —

Enclosed please find two (2) applications by foreign entities  
as follows:

1. BMC Partners, Inc. - Application by Foreign Corporation  
for Authorization to Transact Business in Florida,  
together with check in the amount of \$78.75, which  
represents the filing fee, registered agent fee, and fee  
for Certificate of Status.
2. BMC Warrington, Ltd. - Application by Foreign Limited  
Partnership for Authorization to Transact Business in  
Florida, together with check in the amount of \$96.25,  
which represents the filing fee, registered agent fee,  
and fee for Certificate of Status.

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TALLAHASSEE, FLORIDA

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If you have any questions or comments, please call me collect at the above number.

Yours very truly,

BARRON, REDDING, HUGHES, FITE,  
BASSETT, FENSOM & SANBORN, P.A.

*Sheryll E. Jones*

Sheryll E. Jones  
Paralegal to Roland W. Kiehn

/sej  
Enclosures

FILED  
SECRETARY OF STATE  
DIVISION OF RECORDS  
59 JUL 22 PM 1:11

Sandra B. Mortham, Secretary of State

**APPLICATION BY FOREIGN LIMITED PARTNERSHIP FOR AUTHORIZATION  
TO TRANSACT BUSINESS IN FLORIDA**

1. BMC WARRINGTON, LTD.  
(Name of limited partnership as it is in the home state;

2. BMC WARRINGTON, LTD.  
(If name is unavailable, name under which the limited partnership proposes to register or transact business in Florida; must contain the word "LIMITED" or "LTD.")

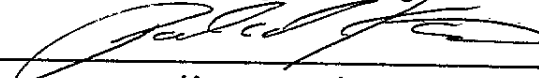
3. ALABAMA 4. APRIL 23, 1999  
(State of Formation) (Date of Formation)

5. ROLAND W. KIEHN  
(Name of Registered Agent for Service of Process)

6. 220 MCKENZIE AVENUE  
(Street Address of Registered Office)

PANAMA CITY, Florida 32401  
(City) (Zip Code)

7. Acceptance by the Registered Agent for Service of Process.

  
(Agent must sign on this line)

8. 250 WASHINGTON ST., PRATTVILLE, AL 36067  
(Address of registered office required in state of formation or, if not required, address of principal office.)

9. NAMES OF GENERAL PARTNERS

SPECIFIC ADDRESS

BMC PARTNERS, INC. 250 WASHINGTON ST., PRATTVILLE, AL 36067

B92-42

10. 250 WASHINGTON ST., PRATTVILLE, AL 36067  
(Office where Names, Addresses and Contributions of Limited Partners are kept.)

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DIVISION OF CORPORATIONS

11. The limited partnership will undertake to keep the records listing the addresses and capital contributions of the limited partner or limited partners until the limited partnership's registration in Florida is cancelled or withdrawn.

12. 250 WASHINGTON ST., PRATTVILLE, AL 36067  
(Mailing Address of Limited Partnership)

This 23rd day of April, 19 99.

X THM

General Partner

BMC PARTNERS, INC., GENERAL PARTNER

THOMAS E. NEWTON, PRESIDENT

STATE OF ALABAMA

COUNTY OF AUTAUGA

THE FOREGOING instrument was acknowledged and sworn to before me this 23rd day

of April, 19 99, by THOMAS E. NEWTON, PRESIDENT OF  
BMC PARTNERS, INC., GENERAL PARTNER

(Name of General Partner)

BMC WARRINGTON, LTD.

(Name of Limited Partnership)

, an ALABAMA

Limited Partnership, on behalf of ALABAMA

(State or Country)

Limited Partnership.

Sarah L. Jordan

Notary Public

SARAH L. JORDAN

State of ALABAMA at Large

(SEAL)

My Commission Expires: 8-8-01

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DIVISION OF REVENUE  
STATE OF ALABAMA

## AFFIDAVIT OF CAPITAL CONTRIBUTIONS

*BEFORE ME the undersigned personally appeared* BMC PARTNERS, INC., GENERAL PARTNER  
*partner of* BMC WARRINGTON, LTD., *a (an)* ALABAMA *limited partnership,*  
*hereinafter referred to as the "Partnership", who certifies as follows:*

1. The amount of capital contributions of the limited partners is \$ 1,000.00.
2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is \$ 1,000.00.

This 23rd day of April, 1999.

### FURTHER AFFIANT SAYETH NOT.

*Under penalties of perjury I declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.*

X Thomas E. Newton

General Partner  
THOMAS E. NEWTON, PRESIDENT  
BMC PARTNERS, INC., GENERAL PARTNER

State of ALABAMA

County of AUTAUGA

Date 4/23/99

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DIVISION OF CORPORATIONS  
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*BEFORE ME, the undersigned officer, a Notary Public authorized to administer oaths and to take acknowledgments in and for the State and County set forth above, personally appeared* BMC WARRINGTON, LTD. *(General Partner), known to me and known by me to be the person who executed the foregoing Affidavit of Capital Contributions, and he acknowledged to me and before me that he executed this Affidavit as General Partner of said partnership.*

IN WITNESS WHEREOF I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 23rd day of April, 1999.

Sarah L. Jordan

Notary Public

SARAH L. JORDAN

Seal

State of ALABAMA at Large

My commission expires: 8-8-01