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WOMBLE
CARLYLE
SANDIDGE
& RICH
A PROFESSIONAL LIMITED
LIABILITY COMPANY

100 One Union C
3 South Orange Street
Charlotte NC 28202-6155
Telephone: (704) 331-9900
Fax: (704) 331-9955
Web site: www.wcsr.com

Meredith P. Paul
Direct Dial: (704) 331-4949
Direct Fax: (704) 343-4854
E-mail: mpaul@wcsr.com

July 26, 2001

Via Federal Express

Department of State
409 East Gaines St.
Tallahassee, FL 32399

800004506168--8
-07/30/01-01008-003
*****70.00 *****70.00

Re: JMG Management Corporation (the "Company")

F01-4315

Dear Sir or Madam:

W01-17510

Attached, for filing in your office, please find the following documents for the Company:

1. One original and one copy of the Application by Foreign Corporation for Authorization to Transact Business in Florida with Certificate of Designation of Registered Agent/Office.
2. One Certificate of Existence as issued by the State of North Carolina.
3. Our firm's check in the amount of \$70.00.

Please return a file-stamped copy of the Certificate of Authority and Designation of Registered Agent/Office to the undersigned in the enclosed Federal Express envelope.

Should you have any questions, please contact the undersigned at the above number.

Very truly yours,


Meredith P. Paul

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

01 AUG 15 AM 10:02

FILED

Vol 8/15

MPP:bjb

Enclosures

cc: J. Michael Gorman (w/o encls.)
Lesley G. Powell, Esquire (w/o encls.)

CHARLOTTE 313865v1

GEORGIA / NORTH CAROLINA / SOUTH CAROLINA / VIRGINIA / WASHINGTON D.C.

WOMBLE
CARLYLE
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& RICE
A PROFESSIONAL LIMITED
LIABILITY COMPANY

3300 One First Union Center
301 South College Street
Charlotte, NC 28202-6025
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Meredith P. Paul
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Direct Fax: (704) 343-4854
E-mail: mpaul@wcsr.com

August 10, 2001

Via Federal Express

Florida Department of State
Registration/Qualification Section
Division of Corporations
401 East Gaines Street
Tallahassee, FL 32399

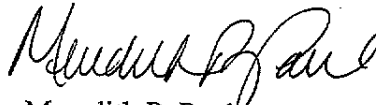
Re: Letter Number 701A00044012

Dear Sir or Madam:

Enclosed please find a resolution of the Board of Directors of JMG Management Corporation adopting the name Gorman Management Corporation for use in Florida. Also enclosed please find a copy of your letter dated July 30, 2001.

If you have any questions, please do not hesitate to contact me at (704) 331-4949.

Very truly yours,


Meredith P. Paul

MPP:bjb

Enclosure

cc: Lesley G. Powell, Esquire (w/o encl.)

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

CHARLOTTE 315330v1

GEORGIA / NORTH CAROLINA / SOUTH CAROLINA / VIRGINIA / WASHINGTON D.C.



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

July 30, 2001

MEREDITH P. PAUL
WOMBLE CARLYLE SANDRIDGE & RICE
301 SOUTH COLLEGE STREET, 3300 1 1ST UNI
CHARLOTTE, NC 28202-6025

SUBJECT: JMG MANAGEMENT CORPORATION
Ref. Number: W01000017510

We have received your document for JMG MANAGEMENT CORPORATION and your check(s) totaling \$70.00. However, the document has not been filed and is being retained in this office for the following:

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

Please note that you cannot form an adopted name by adding "Florida" or "of Florida" to your name. You may wish to call the number below to check the availability of any name you wish to adopt.

Please return your document,* along with a copy of this letter, within 30 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6051.

Registration/Qualification Section
Division of Corporations Letter Number: 701A00044012

* resolution form

01 AUG 15 AM 10:02
RECEIVED
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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RESOLUTION OF BOARD OF DIRECTORS

(Please print or type)

I, the undersigned Richard M. Gorman, do hereby certify
(Name)

that this Resolution of the Board of Directors of JMG Management Corporation

(Corporate Name)

a corporation duly organized and existing under the laws of the State of North Carolina,

was duly adopted on August 3, 2001

Be it resolved, that JMG Management Corporation
(Corporate Name)

organized and existing in the State of North Carolina, hereby adopts the name
Gorman Management Corporation for use in Florida.

Dated: August 3, 2001



Signature of either Chairman, Vice Chairman or any officer

Richard M. Gorman

Type or print name

Make checks payable to Florida Department of State and mail to:
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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01 AUG 15 AM 10:02
TALLAHASSEE FLORIDA
SECRETARY OF STATE

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.*

1. JMG Management Corporation
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. North Carolina 3. 56-2255693
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. June 5, 2001 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. Upon qualification
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 10224 N.W. 47th Street
(Principal office address)
Sunrise, FL 33351
(Current mailing address)
8. Management corporation
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)
9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)
Name: Richard M. Gorman
Office Address: 10224 N.W. 47th Street
Sunrise, Florida 33351
(City) (Zip code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: J. Michael Gorman

Address: 1109 South Main Street

Landis, NC 28088

Vice Chairman: Richard M Gorman

Address: 10224 NW 47th Street

Sunrise FL 33351

Director:

Address:

Director:

Address:

B. OFFICERS

President: J. Michael Gorman

Address: 1109 South Main Street

Landis, NC 28088

Vice President: Richard M. Gorman

Address: 10224 N.W. 47th Street

Sunrise, FL 33351

Secretary: Richard M. Gorman

Address: 10224 N.W. 47th Street, Sunrise, FL 33351

Treasurer: Richard M. Gorman

Address: 10224 N.W. 47th Street, Sunrise, FL 33351

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13.

(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14.

Richard M. Gorman, Vice President, Secretary and Treasurer

(Typed or printed name and capacity of person signing application)

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01 AUG 15 AM 10:02
STATE OF FLORIDA
TALLAHASSEE



NORTH CAROLINA

Department of The Secretary of State

CERTIFICATE OF EXISTENCE

I, **ELAINE F. MARSHALL**, Secretary of State of the State of North Carolina, do hereby certify that

JMG MANAGEMENT CORPORATION

is a corporation duly incorporated under the laws of the State of North Carolina, having been incorporated on the 5th day of June, 2001, with its period of duration being Perpetual.

I **FURTHER** certify that, as of the date set forth hereunder, the said corporation's articles of incorporation are not suspended for failure to comply with the Revenue Act of the State of North Carolina; that the said corporation is not administratively dissolved for failure to comply with the provisions of the North Carolina Business Corporation Act; that its most recent annual report required by N.C.G.S. 55-16-22 **has been** delivered to the Secretary of State; and that the said corporation has not filed articles of dissolution as of the date of this certificate.

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01 AUG 15 AM 10:03
SECRETARY OF STATE
TALLAHASSEE FLORIDA



IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at the City of Raleigh, this 20th day of July, 2001.

Elaine F. Marshall
Secretary of State