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TRANSMITTAL LETTER

TO: QUALIFICATION/REGISTRATION SECTION
DIVISION OF CORPORATIONS

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-05/02/95--01093--015
*****70.00 *****70.00

SUBJECT: BLM EB Orlando, Inc.
(Name of corporation)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Jim Mullins
(Name of Person)

Buckhead America Corporation
(Firm/Company)

4243 Dunwoody Club Dr., Suite 200
(Address)

Atlanta, GA 30350-5206
(City, State and Zip Code)

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Should you need to call someone concerning this matter, please call:

Jim Mullins at (404) 393-2662.
(Name of Person) Area Code & Daytime Telephone Number

COURIER ADDRESS:
Qualification/Registration Sec.
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:
Qualification/Registration Sec.
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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. BLM EB Orlando, Inc.
(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. Delaware
(State or country under the law of which it is incorporated)

3. 58-20237[illegible]
(FEI number, if applicable)

4. December 17, 1992
(Date of Incorporation)

5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")

6. Upon Qualification
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.)

7. 4243 Dunwoody Club Drive, Suite 200
Atlanta, GA 30350-5206
(Current mailing address)

8. To engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

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9. **Name and street address of Florida registered agent:**

Name: The Prentice-Hall Corporation System, Inc.

Office Address: 1201 Hays Street, Suite 105

Tallahassee, **Florida**, 32301
(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.

The Prentice-Hall Corporation System, Inc.

By: Charles A Coyle
(Registered agent's signature)
Charles A. Coyle, Assistant Secretary

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.**

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

A. **DIRECTORS**

Chairman: Robert M. Miller

Address: 120 West 45th Street
New York, NY 10036

Vice Chairman:

Address:

Director: William Stern

Address: 200 E. 57th Street, Suite 10F
New York, NY 10022

Director: Leon Wagner

Address: 11150 Santa Monica Blvd., Suite 305
Los Angeles, CA 90025

B. **OFFICERS**

President: Douglas C. Collins

Address: 4243 Dunwoody Club Dr., Suite 200
Atlanta, GA 30350-5206

Vice President: Robert B. Lee

Address: 4243 Dunwoody Club Dr., Suite 200
Atlanta, GA 30350-5206

Secretary: Robert B. Lee

Address: 4243 Dunwoody Club Dr., Suite 200
Atlanta, GA 30350-5206

Treasurer: Douglas C. Collins

Address: 4243 Dunwoody Club Dr., Suite 200
Atlanta, GA 30350-5206

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

13. 4/28/95
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Douglas C. Collins, President
(Typed or printed name and capacity of person signing application)

State of Delaware

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "BLM EB ORLANDO, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-SEVENTH DAY OF APRIL, A.D. 1995.

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Edward J. Freel, Secretary of State

AUTHENTICATION: 7487456

DATE: 04-27-95

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