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F96000003911

TRANSMITTAL LETTER

**TO: QUALIFICATION/TAX LIEN SECTION
DIVISION OF CORPORATIONS**

SUBJECT: MMM Associates, Inc.
(Name of corporation - must include suffix)

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:

Don D. Dye
(Name of Person)

The Dye Law Firm, P.A.
(Firm/Company)

P. O. Box 4148
(Address)

Tallahassee, FL 32315
(City, State and Zip Code)

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-08/01/96--01003--003
*****70.00 *****70.00

W96-16045

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

Don D. Dye at (904) 224 - 1205
(Name of Person) Area Code & Daytime Telephone Number

COURIER ADDRESS:

Qualification/Tax Lien Sec.
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Sec.
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 AUG 14 AM 10:47
W96-16045
8/1/96

RECEIVED
CORPORATION

66 JUL 31 PM 3:44



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 31, 1996

DON D DYE
%THE DYE LAW FIRM P.A.
PO BOX 4148
TALLAHASSEE, FL 32315

SUBJECT: MMM ASSOCIATES, INC.
Ref. Number: W96000016045

We have received your document for MMM ASSOCIATES, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Pursuant to section 607.1502(4) or 617.1502(4), F.S., this office is required to collect a penalty of \$1000 for each year this corporation transacted business in Florida prior to qualification and the appropriate annual report fees that would have been due had the corporation qualified the year it began operation in this state.

However, the \$1000 per year penalty fee is waived, pursuant to laws of Florida 96-212, for any corporation that applies for a certificate of authority between July 1, 1996 and December 1, 1996.

The total amount due this office through December 31, 1996 to cover the back annual report(s) is \$400.00.

A post office box is not an acceptable address for the registered agent.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6097.

Michael Mays
Document Specialist

Letter Number: 596A00036751

RECEIVED
JUL 31 1996
CORPORATIONS DIVISION
TALLAHASSEE, FLORIDA

LAW OFFICES
THE DYE LAW FIRM, P.A.

ATTORNEYS AND COUNSELLORS AT LAW
317 EAST CALL STREET
POST OFFICE BOX 4148
TALLAHASSEE, FLORIDA 32315
TELEPHONE (904) 224-1205
FAX (904) 224-0234

JIM L. DYE
DON D. DYE*
JIMMY DYE
*Licensed in Florida & Georgia

Reply To:
Tallahassee

August 1, 1996

PENSACOLA, FLORIDA
(904) 477-3890

JACKSONVILLE, FLORIDA
(904) 353-3214

TAMPA, FLORIDA
(813) 251-0268

ORLANDO, FLORIDA
(407) 423-5435

BY HAND DELIVERY.

Florida Dept. of State
Division of Corporations
ATTN: Michael Mays
409 E. Gaines Street
Tallahassee, Florida 32399

Re: MMM Associates, Inc.

Dear Mr. Mays:

As a follow-up to our telephone conversation regarding the above Corporation, please find enclosed a sworn affidavit prepared and submitted to supplement and clarify the Application previously filed by the Corporation.

Please call if you need anything further and please call if you will not be able to approve the application today.

Very truly yours,


Don D. Dye

DDD/dbg

Enclosure

AFFIDAVIT IN SUPPORT OF
APPLICATION TO TRANSACT BUSINESS
AS A FOREIGN CORPORATION

STATE OF FLORIDA
COUNTY OF LEON

Before me, the undersigned authority, personally appeared DON D. DYE, who after first being duly sworn and cautioned, deposes and states:

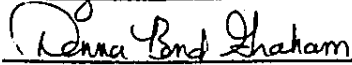
1. That he is Florida counsel and attorney-in-fact for the corporation known as MMM ASSOCIATES, INC., an Alabama Corporation.
2. That he is the Florida registered agent for the aforesaid corporation and the party responsible for filing the Application By Foreign Corporation for Authorization to Transact Business in Florida which was submitted for the corporation to the Florida Department of State on July 31, 1996.
3. That the aforesaid application erroneously reflected in Section 6 that the applicant first transacted business in Florida in December of 1994.
4. That in fact, the corporation has not transacted business in the State of Florida as defined by F.S. § 607.1501 through the date of this Affidavit inasmuch as the corporation has only owned real property, without more, in the State of Florida.
5. That the corporation has not and will not transact business in the State of Florida as defined by F.S. § 607.1501 until and unless the aforesaid application is approved.

AFFIANT FURTHER SAYETH NOT.


Affiant

Attorney for MMM ASSOCIATES, INC.

The foregoing instrument was acknowledged before me this 1st day of August, 1996, by DON D. DYE, who is personally known to me.


NOTARY PUBLIC, DONNA BOND GRAHAM

My Commission Expires:

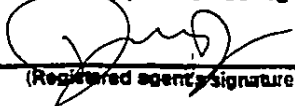


DONNA BOND GRAHAM
MY COMMISSION # CC 239827 EXPIRES
November 1, 1996
BONDED THRU TROY FAIR INSURANCE, INC.

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACTION BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1803, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACTION BUSINESS IN THE
STATE OF FLORIDA:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 AUG -1 AM 10:47

1. MMM Associates, 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. Montgomery County, Alabama 3. 63-1098258
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. July 1, 1993 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. December, 1994
(Date first transacted business in Florida. (See sections 607.1801, 607.1803, and 617.180, F.S.))
7. Post Office Box 1068
Fairhope, Alabama 36533
(Current mailing address)
8. To purchase, develop, own, operate, lease, etc., real property
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)
9. Name and street address of Florida registered agent:
Name: Don D. Dye
Office Address: P. O. Box 4148 317 EAST CALL STREET
Tallahassee, Florida, 32315
(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.

12. Names and addresses of officers and/or directors: (Street address ONLY- P. O. Box NOT acceptable)

A. DIRECTORS (Street address only- P. O. Box NOT acceptable)

Chairman: Michael V. Shannon
Address: 753 East Glenn Avenue
Auburn, Alabama 36831

Vice Chairman: Edward E. Rogers, Jr.
Address: 8 Charbon Drive
Montrose, Alabama 36559

Director: _____
Address: _____

Director: _____
Address: _____

B. OFFICERS (Street address only- P. O. Box NOT acceptable)

President: Michael V. Shannon
Address: 753 East Glenn Avenue
Auburn, Alabama 36831

Vice President: Edward E. Rogers, Jr.
Address: 8 Charbon Drive
Montrose, Alabama 36559

Secretary: Edward E. Rogers, Jr.
Address: 8 Charbon Drive
Montrose, Alabama 36559

Treasurer: Edward E. Rogers, Jr.
Address: 8 Charbon Drive
Montrose, Alabama 36559

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

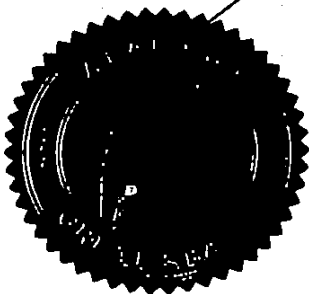
13. Edward E. Rogers, Jr.
(Signature of Chairman, Vice Chairman, or any officer listed in Number 12 of the application)

14. Edward E. Rogers, Jr., Vice President
(Typed or printed name and capacity of person signing application)

STATE OF ALABAMA

I, Jim Bennett, Secretary of State of the State of Alabama, having custody of the Great and Principal Seal of said State, do hereby certify that the domestic corporation records on file in this office disclose that MMM Associates, Inc. incorporated in Montgomery County, Montgomery, Alabama on July 1, 1993. I further certify that the records do not disclose that said MMM Associates, Inc. has been dissolved.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
JUL 1 1996



In Testimony Whereof, I have hereunto set my hand and affixed the Great Seal of the State, at the Capitol, in the City of Montgomery, on this day.

July 29, 1996

Date

Jim Bennett

Jim Bennett

Secretary of State