

F99000003482

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

RE: LandMar Management, Inc.

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-06/30/99--01076--003
... *****87.50 *****87.50

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 file these documents with the Secretary of State of Florida and provide us with confirmation of same.

Please return all correspondence concerning this matter to the following:

Bert C. Simon
Gartner, Brock and Simon
1660 Prudential Drive
Suite 203
Jacksonville, Florida 32207

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

Bert C. Simon at (904) 399-0870.

Enclosed is a check in the amount of \$87.50 for Filing Fee, Certificate of Status and Certified Copy. Thank you!

1/11

**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. LandMar Management, 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. Applied for

(FEI number, if applicable)

4. May 17, 1999

(Date of incorporation)

5. December 31, 2050

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

6. May 30, 1999

(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 10161 Centurion Parkway, North, Suite 190

Jacksonville, Florida 32256

(Current mailing address)

8. Real Estate

(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: Bert C. Simon

Office Address: 1660 Prudential Drive, Suite 203

Jacksonville

, Florida, 32207

(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.

By: Bert C. Simon

(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: Edward E. Burr

Address: 10161 Centurion Parkway, North, Suite 190
Jacksonville, Florida 32256

Vice Chairman: H. Thomas Webb, III

Address: 400 South Tryon Street, Suite 1300
Charlotte, North Carolina 28201

Director: Arthur W. Fields

Address: 400 South Tryon Street, Suite 1300
Charlotte, North Carolina 28201

Director:

Address:

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

President: Edward E. Burr

Address: 10161 Centurion Parkway, North, Suite 190
Jacksonville, Florida 32256

Vice President: H. Thomas Webb, III

Address: 400 South Tryon Street, Suite 1300
Charlotte, North Carolina 28201

Secretary: R. Wayne McGee

Address: 400 South Tryon Street, Suite 1300
Charlotte, North Carolina 28201

Treasurer: R. Wayne McGee

Address: 400 South Tryon Street, Suite 1300
Charlotte, North Carolina 28201

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)

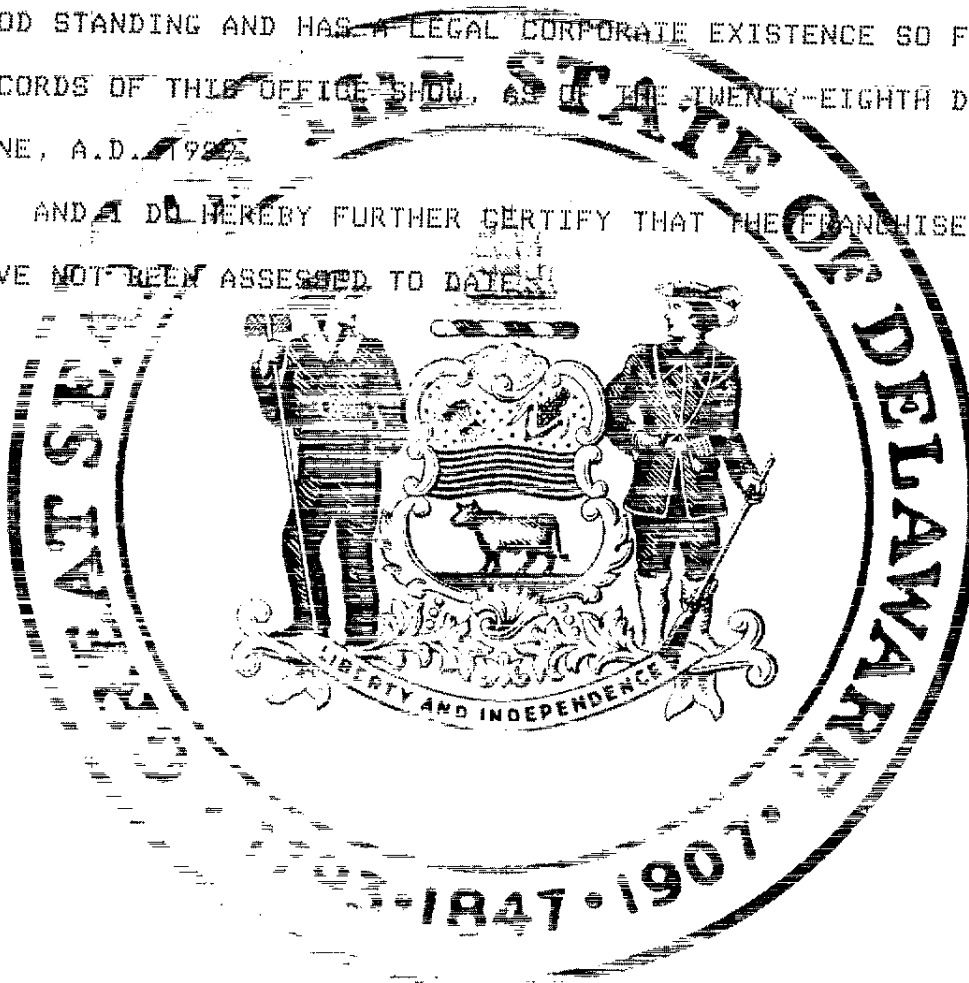
14. Edward E. Burr

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

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "LANDMAR MANAGEMENT, 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-EIGHTH DAY OF JUNE, A.D. 1999.

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



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION:

9833643

DATE:

06-28-99