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Florida Department of State

Division of Corporations

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From: Ange li c a M. C alabr ese
Account Name : AKERMAN, SENTERFITT & EIDSON, P.A.
Account Number : 075471001363
Phone : (305)374-5600
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FOREIGN PROFIT QUALIFICATION

mtn 9/24

RIVER HILLS MANAGER CORP.

Certificate of Status	1
Certified Copy	1
Page Count	~~04~~ 5
Estimated Charge	$87.50

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

September 24, 1999

AKERMAN, SENTERFITT & EIDSON, P.A.

SUBJECT: RIVER HILLS MANAGER CORP.
REF: W99000022111

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

A brief description of the entity's nature of business must be included in the document.

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

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Michael Mays
Document Specialist

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Fax Audit No.H99000023952 7

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. River Hills Manager Corp.
(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. September 21 1999
(Date of incorporation)

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

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

7. 2101 6th Avenue North, Suite 900
Birmingham, AL 35202
(Current mailing address)

8. (a) to act as managing member of a limited liability company; and
(b) to engage in any lawful acts under the laws of Delaware incidental thereto.
(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: CT Corporation System

Office Address: 1200 South Pine Island Road
Plantation, Florida, 33324
(Zip code)

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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.

Barbara A Burke — BARBARA A. BURKE, SPECIAL ASSISTANT SECRETARY
(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: Charles A. McGehee
Address: 2101 6th Avenue North, Suite 900
Birmingham, AL 35202

Vice Chairman:
Address:

Director:
Address:

Director:
Address:

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

President: Thomas H. Lowder (also Chief Executive Officer)
Address: 2101 6th Avenue North, Suite 900
Birmingham, AL 35202

Vice President: Charles B. Pell, Jr.
Address: 2101 6th Avenue North, Suite 900
Birmingham, AL 35202

Secretary: Kenneth E. Howell
Address: 2101 6th Avenue North, Suite 900
Birmingham, AL 35202

Treasurer: Howard B. Nelson, Jr. (also Chief Financial Officer)
Address: 2101 6th Avenue North, Suite 900
Birmingham, AL 35202

*See attached addendum.

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

13. Charles A. McGehee
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Charles A. McGehee, Sole Director and Executive Vice President
(Typed or printed name and capacity of person signing application)

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

B. OFFICERS

Chief Operating Officers:	C. Reynolds Thompson, III 2101 6th Avenue North, Suite 900 Birmingham, AL 35202
Executive Vice President:	Charles A. McGehee 2101 6th Avenue North, Suite 900 Birmingham, AL 35202
Executive Vice President:	Paul F. Earle 2101 6th Avenue North, Suite 900 Birmingham, AL 35202
Executive Vice President:	John N. Hughey 2101 6th Avenue North, Suite 900 Birmingham, AL 35202
Executive Vice President:	Robert A. Jackson 2101 6th Avenue North, Suite 900 Birmingham, AL 35202

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State of Delaware

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "RIVER HILLS MANAGER CORP." 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-SECOND DAY OF SEPTEMBER, A.D. 1999.

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

Edward J. Freel, Secretary of State

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AUTHENTICATION: 9984604

DATE: 09-22-99