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Document Number Only

CT Corporation System
660 East Jefferson Street
Tallahassee, FL 32301
Tel 850 222 1092
Fax 850 222 7615
Attn: Jeff Netherton

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****125.00 ****125.00

CORPORATION(S) NAME

Belle Mer, LLC

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|--|---|---|
| <input type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> Nonprofit | | |
| <input checked="" type="checkbox"/> Foreign | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| | <input type="checkbox"/> Reinstatement | |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input checked="" type="checkbox"/> LLC | <input type="checkbox"/> Name Registration | <input type="checkbox"/> Change of RA |
| | <input type="checkbox"/> Fictitious Name | <input type="checkbox"/> UCC |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Photocopies | <input type="checkbox"/> CUS |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out | | |

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Order#:

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 NOV 29 PM 12:44

APPROVED
AND
FILED

RECEIVED
00 NOV 29 AM 11:59
DIVISION OF CORPORATION

00-0211
11-29-00

APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. Belle Mer, LLC (Name of foreign limited liability company)

2. Alabama (Jurisdiction under the law of which foreign limited liability company is organized) 3. 63-1261835 (FEI number, if applicable)

4. October 20, 2000 (Date of Organization) 5. Perpetual (Duration: Year limited liability company will cease to exist or "perpetual")

6. upon qualification (Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))

7. 2031 11th Avenue South Birmingham, Alabama 35205 (Street address of principal office)

8. If limited liability company is a manager-managed company, check here [X]

9. The name and usual business addresses of the managing members or managers are as follows: See attached Exhibit A.

10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

11. Nature of business or purposes to be conducted or promoted in Florida: to own and lease real property

Signature of a member or an authorized representative of a member. (In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.) Frederick L. Yeager Typed or printed name of signee

00 NOV 29 PM 12:44 SECRETARY OF STATE TALLAHASSEE, FLORIDA APPROVED AND FILED

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is:

Belle Mer, LLC

2. The name and address of the registered agent and office is:

c/o CT Corporation System

(Name)

1200 South Pine Island Road

(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)

Plantation, FL 33324

(City/State/Zip)

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

Connie Bryan

(Signature)

Connie Bryan, Special Asst. Secy.

11/29/00

(Date)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Filing Fee: \$ 35 for Designation of Registered Agent

EXHIBIT A

**Belle Mer, LLC
Names and Business Address of Managers**

Frederick L. Yeager
2031 11th Avenue South
Birmingham, Alabama 35205

Marzette Fisher
2031 11th Avenue South
Birmingham, Alabama 35205

Brian G. Giattina
2031 11th Avenue South
Birmingham, Alabama 35205

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AND
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 corporate records on file in this office disclose that Belle Mer, LLC organized in the office of the Judge of Probate of Jefferson County on October 20, 2000. I further certify that the records do not disclose that said Belle Mer, LLC has been dissolved.

00 NOV 29 PM 12:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED



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.

November 14, 2000

Date

Jim Bennett

Secretary of State