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CHARLES A. STAKELY
JESSE M. ALLEN, II
NICHOLAS T. BROWNE, III
HENRY B. HARDEGREE
HENRY C. CHAPPELL, JR.
J. THEODORE JACKSON, JR.
THOMAS G. MANCUSO
JAMES W. GARRETT, JR.
ROBERT A. HUFFAKER
THOMAS H. KLEIN
RICHARD B. GARRETT
JEFFREY W. BLIZZ
DENNIS R. BAILY
RONALD G. DAVENPORT
FRED W. TYNON
ROBERT C. BROCK
F. CHADWICK MORRIS

RUSHTON, STAKELY, JOHNSTON & GARRETT

A PROFESSIONAL ASSOCIATION

184 COMMERCE STREET
MONTGOMERY, ALABAMA 36104

MAILING ADDRESS
P.O. BOX 270
ZIP 36101-0270

TELEPHONE: (334) 206-3100
FACSIMILE: (334) 262-6277

April 10, 1997

KENT GARRETT
FRANK J. STAKELY
WILLIAM S. HAYNES
HELEN CRUMP WELLS
AMY VIBBART BOWMAN
PAUL M. JAMES, JR.
CHRIS S. SIMMONS
D. MITCHELL HENRY
ROBERT C. WARD, JR.
WILLIAM H. WEBSTER
BOWEN B. BROWN
DANIEL L. LINDSEY, JR.
PATRICK M. SHERIDAN
BENJAMIN C. WILSON
L. PETERSON COTTELL, III
RACHEL SANDERS COTTELL
WILLIAM B. MOORE, JR.

VIA FEDERAL EXPRESS

Registration Section
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

Gentlemen:

Enclosed on behalf of Crestview, L.L.C., an Alabama limited liability company, are the following:

1. Application by foreign limited liability company for authorization to transact business in Florida.
2. Affidavit of Membership and Contributions of Foreign Limited Liability Company.
3. Certificate of Designation of Registered Agent/Registered Office
4. Check in the amount of \$140.00 in payment of the filing fee and the fees for Affidavit of Membership and Contributions and Designation of Registered Agent.
5. Certificate of Existence for Crestview, L.L.C., issued by the state of Alabama on April 3, 1997.

Please advise if anything further is needed for authorization of Crestview, L.L.C. to transact business in Florida. Please send the letter of acknowledgement of registration directly to me rather than to the company's address.

Name	HC 55
Availability	
Document Examiner	HC
Updater	HC
Updater Verifier	HC
Acknowledgement	HC
W. P. Verifier	HC

Sincerely yours,

Helen Crump Wells

HCW/sml
Enclosure

cc: Mr. Charles R. Trotman

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04/11/97-01077-003
***140.00 ***140.00

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AM: 25
OF 000000000000
CORPORATIONS



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 16, 1997

HELEN CRUMP WELLS
P.O. BOX 270
MONTGOMERY, AL 36101-0270

SUBJECT: CRESTVIEW, L.L.C.
Ref. Number: W97000008867

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 MAY -5 AM 11:25

We have received your document for CRESTVIEW, L.L.C. and your check(s) totaling \$140.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is not available. Therefore, the limited liability company must adopt an alternate name for use in the state of Florida. To adopt an alternate name the entity must submit a resolution signed by a managing member or manager adopting the alternate name for use in the state of Florida. The alternate name must end with "L.L.C.," "L.C.," "Limited Liability Company" or "Limited Company."

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) 487-6020.

Tammi Cline
Document Specialist

Letter Number: 397A00019308

CHARLES A. STAKELY
JESSE M. WILLIAMS, III
NICHOLAS T. BRANWELL, III
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BENJAMIN C. WILSON
L. PLYTON CHAPMAN, III
RACHEL SANDELL-COCHRAN
WILLIAM B. GARRETT, JR.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
MAY -5 AM 11:25

May 2, 1997

VIA FEDERAL EXPRESS

Ms. Tammi Cline
Document Specialist
Florida Department of State
409 East Gaines Street
Tallahassee, Florida 32399

RE: Crestview Marketplace, L.L.C.

Dear Ms. Cline:

Enclosed you will find our documents in order to qualify to do business in the State of Florida for the above-referenced limited liability company. We had previously sent these documents to you along with a check in the amount of \$140.00. You returned the documents for us to select a new name.

If there is anything else needed please feel free to call me at (334)206-3219.

Sincerely yours,



Helen Crump Wells

HCW/kph
Enclosures

**RESOLUTION OF
CRESTVIEW, L.L.C.**

The undersigned, Charles R. Trotman, as a managing member of Crestview, L.L.C., an Alabama limited liability company (the "Company"), having its principal place of business in Montgomery, Alabama, with full authority to act on behalf of the Company, hereby adopt the following resolution:

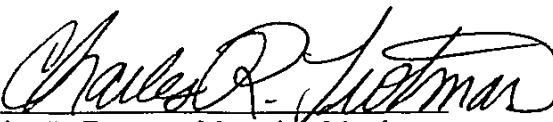
WHEREAS, the Company has applied to do business in the State of Florida; and

WHEREAS, the name of the Company is not available for use in the State of Florida;

NOW, THEREFORE, the following resolution is adopted:

RESOLVED, that the name "Crestview Marketplace, L.L.C." is adopted for use by the Company in the State of Florida.

IN WITNESS WHEREOF, I have hereunto set my hand and seal as a managing member of the Company this 2ND day of May, 1997.


Charles R. Trotman, Managing Member

SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 MAY -5 AM 11:25

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO
TRANSACTION 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. Crestview, L.L.C., doing business in Florida as Crestview Marketplace, L.L.C.
(Name of foreign limited liability company must end with the words "limited company" or their abbreviation "L.C." if not so contained in the name at present.)
2. Alabama 3. 63-1181310
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)
4. September 11, 1996 5. Perpetual
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")
6. April 10, 1997
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.)
7. 2800 Zelda Road, Suite 200-3
Montgomery, Alabama 36106
(Street address of principal office)
8. List name, title, and business address of each managing member[MGRM] or manager[MGR] who will manage the foreign limited liability company in Florida: (attach additional page if necessary)

NAME & ADDRESS: TITLE: NAME & ADDRESS: TITLE:

Charles R. Trotman
2800 Zelda Road
Montgomery, Alabama 36106

J. David Foshee MGRM
51A Tacon Street
Mobile, Alabama 36607

STATE OF CALIFORNIA
DEPARTMENT OF CORRECTIONS
97107-5 APR 11:25

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN
LIMITED LIABILITY COMPANY**

The undersigned member or authorized representative of a member of Crestview, L.L.C.
doing business in Florida as Crestview deposes and says:
Marketplace, L.L.C.

1) the above named limited liability company has at least two members

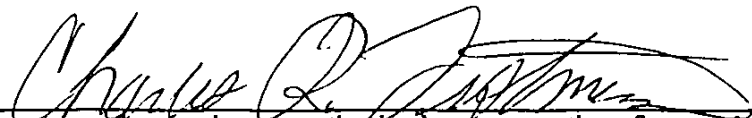
Yes

2) the total amount of cash contributed by the member(s) is \$ 1,000.00

3) if any, the agreed value of property other than cash contributed by member(s) is \$ _____
A description of the property is attached and made a part hereto. N/A

4) the amount of cash or property anticipated to be contributed by member(s) is \$ _____
This total includes amounts from 2 and 3 above. N/A

5) the total amount of cash or property anticipated to be contributed by member(s) is \$ 1,000.00


Signature of a member or authorized representative of a member.
(In accordance with section 608.408(3), Florida Statutes, the execution of this
affidavit constitutes an affirmation under the penalties of perjury that the facts
stated herein are true.)

97 MAY - 5 AM 11:25
SECRETARY OF STATE
DIVISION OF CORPORATIONS

**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:

Crestview, L.L.C. , doing business in Florida as Crestview Marketplace, L.L.C.

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

W.C. Jones

(Name)

619 Eighth Street

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

Crestview, Florida 32536

(City/State/Zip)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 MAY -5 AM 11:25

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.

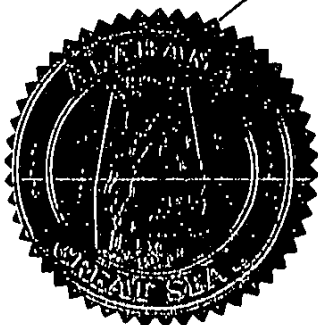
WC Jones
(Signature)

4-7-97
(Date)

Filing Fee: \$ 35 for Designation of Registered Agent

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 articles of organization for Crestview, L.L.C. were filed in the office of the Judge of Probate of Montgomery County on September 11, 1996; that a report of a limited liability company was filed in the office of the Secretary of State of Alabama on October 7, 1996. I further certify that the records do not disclose that said Crestview, L.L.C. has been dissolved. _____



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.

04/03/97

Date

Jim Bennett

Jim Bennett

Secretary of State