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ALSTON & BIRD LLP

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Atlanta, Georgia 30309-3424

404-881-7000  
Fax: 404-881-7777

Jan R. Ezell  
Corporate Legal Assistant

Direct Dial (404) 881-7442

May 20, 1997

100002138411--8  
-05/22/97--01083--023  
\*\*\*\*285.00 \*\*\*\*285.00

**BY UPS OVERNIGHT**

Mr. Buck Kohr  
Florida Department of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

Re: Brownfam LLC

Dear Buck:

Enclosed for filing on behalf of the above-referenced company is an Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida. Also enclosed are (i) a copy of a name reservation certificate; (ii) a certificate of existence for the company; and (iii) a check in the amount of \$285 in payment of the filing fee.

As always, thanks for your help. If you have any questions regarding the enclosed, please call me at (404) 881-7442.

Sincerely yours,

*Jan R. Ezell*  
Jan R. Ezell  
Corporate Legal Assistant

JRE:mw  
Enclosure  
cc: Mr. James E. Croker, Jr.  
AD933220.025

*13/K 5/21/97*

G. TAX	
FILING	250
R. AGENT	25
TOTAL	285
V. BANK	
SALANCE DUE	
RECEIVED	



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

April 25, 1997

MARK J. PLOTKIN  
ALSTON & BIRD  
1201 WEST PEACHTREE STREET  
ATLANTA, GA 30309-3424

SECRET  
DIVISION OF CORPORATIONS  
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The name BROWNFAM LLC has been reserved for 120 days beginning April 25, 1997. The reservation number is R97000002023 and this reservation is **NONRENEWABLE**.

A reservation is not a grant of authority to use the name. It is only a withholding of a name from its availability for use by another. When the proposed document is submitted, the name will **AGAIN** be checked against the records of the Division and if still no conflict exists and all other requirements are fulfilled, the reserved name shall be filed as the entity name.

The Division of Corporations is a ministerial filing office and may not render any legal advice. The Division does not adjudicate the legality of any corporate name or arbitrate disputes between entities. You may wish to review other laws such as common law rights, including rights to a trade name; United States Code, Federal Trademark Act, Section 1051 (Lantham Act); Chapter 495, Florida Statutes, Registration of Trademarks and Service Marks (Florida Trademark Act); and Section 865.09, Florida Statutes (Fictitious Name Act).

If someone else submits the document for filing, it must have a copy of this letter attached.

Should you have any questions regarding this matter, please telephone (904) 488-9000, the Name Availability Section

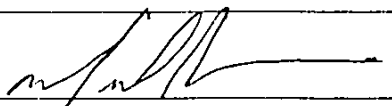
Tracy Smith

Letter number: 797A00021548

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:

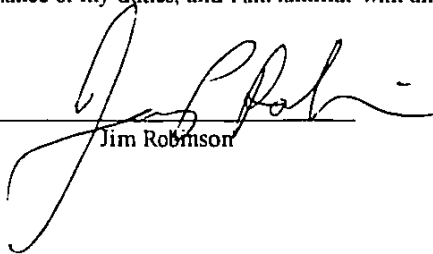
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1. BROWNFAM LLC  
(Name of foreign limited liability company must end with the words "limited company" or their abbreviation "L.C." if not so contained in the name at present.)
2. DELAWARE 3. 98-0168916  
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)
4. April 18, 1997 5. Perpetual  
(Date of Organization) (Duration: Year limited liability company will cease to exist (or "perpetual"))
6. April 28, 1997  
(Date first transacted business in Florida.)
7. c/o Gerson Preston, 666 71st Street,  
Miami Beach, FL 33141  
(Street address of principal office)
8. Jim Robinson  
(Name of the registered agent of foreign limited liability company)
9. c/o Gerson Preston, 666 71st Street,  
Miami Beach, FL 33141  
(Address of the registered office of foreign limited liability company)
10. Name(s) and business address(es) of managing member(s) or manager(s) who will manage the foreign limited liability company in Florida: (attach additional page if necessary)  
Mike Garcia - Manager  
c/o Joel Piotrkowski  
Green, Kohn, Piotrkowski  
317 71st Street  
Miami Beach, FL 33141  
5 9-97  
(Date)  
  
Mike Garcia, Manager

REGISTERED AGENT ACCEPTANCE

Having been named as registered agent and to accept service of process for the above stated foreign limited liability company at the place designated in this certificate pursuant to the provisions of section 608.507, Florida Statutes, 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.

By:

  
Jim Robinson

5/7/95  
(Date)

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 MAY 21 PM 2:17

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

The undersigned member or authorized representative of a member of BROWNFAM

LLC deposes and says:

- 1) the above named limited liability company has been duly formed in Delaware with a single member
- 2) the total amount of cash contributed by the member(s) is \$100.00
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ -0-. This cash total includes amounts from 2 and 3 above.
- 4) the total amount of cash or property anticipated to be contributed by member(s) is \$ 1,000.00. This total includes amounts from 2 and 3 above.

*THE SAM BROWN BUSINESS TRUST*  
*David C. Mackie*  
DAVID C. MACKIE : TRUSTEE      *John D. Hivert*  
JOHN D. HIVERT : TRUSTEE

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.)

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DIVISION OF INVESTIGATIONS  
STATE

*State of Delaware*  
*Office of the Secretary of State*

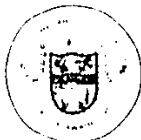
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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "BROWNFAM LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE THIRTEENTH DAY OF MAY, A.D. 1997.

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

SECRETARY OF STATE  
OFFICE  
97 MAY 21 PM 2:17



*Edward J. Freel*

Edward J. Freel, Secretary of State

2742054 8300

971156518

AUTHENTICATION

DATE

8463967

05-13-97