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 JACK E. HELD  
 WILLIAM H. MCDERMOTT  
 HAROLD L. APOLINSKY  
 JOSEPH B. BLIKSTEIN  
 RICHARD COHN  
 J. MASON DAVIS, JR.  
 JULIAN D. FUTLER  
 EDWARD M. FREMO, III  
 C. LEE REEVES  
 JOHN C. FALKENBERY  
 JAMES C. WILSON, JR.  
 STEPHEN R. WINDOM  
 OGDON D. TANNER  
 RICHARD H. SFORZIN, JR.  
 JERRY E. HELD  
 MAURICE L. SHEVIN  
 JOE H. RITCH  
 GEORGE W. ROYER, JR.  
 DAVID M. WOODBRIDGE  
 ROONEY A. MAX  
 MELINDA M. MATHEWS  
 SHIRLEY M. JUSTICE  
 JOSEPH P. JONES, JR.  
 JACK B. LEVY

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FRANK J. COCHRAN  
 JAMES W. PER  
 ROBERT W. KEAR  
 JOHN W. WOOD  
 JOHN W. STEAKLEY  
 JOHN W. RILES  
 DALE W. ONE  
 JEFF KOON  
 WANDA B. MICHEL  
 CHARLES R. DRIGGARS  
 M. DONALD DAVIS, JR.  
 KAYE HOUSER TURBERRYVILLE  
 TIMOTHY A. BUSH  
 T. JULIAN MOTES  
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 JOSEPH T. RITCHEY  
 KIM E. ROSENFELD  
 STEVEN L. NICHOLAS  
 DONALD M. WRIGHT  
 DANIEL J. BURWICK  
 JOHN H. RANDOLPH  
 ROONEY E. NOLEN  
 JOHNNIE F. VANN  
 ROBERT R. BAUGH  
 JOHN P. BURBACH  
 J. RUSHTON MCLEES

**SECRETARY OF STATE**  
**PERMITS**  
 A PROFESSIONAL CORPORATION

CHRISTINE BAUMANN HINSON  
 MICHAEL A. YOUNGPETER  
 DALE A. M  
 FRANK J. SIMPLE  
 M. FRENCH  
 FERN  
 DINA  
 CLAYTON STEWART  
 PETER L. LOWERY  
 W. MCCOLLUM HALCOMB  
 C. RANDAL JOHNSON  
 JEFFREY H. WERTHEM  
 DONNA BOWLING NATHAN  
 CANDACE L. HEMPHILL  
 STEPHEN B. PORTERFIELD  
 DAVID W. LONO  
 JAKE WANG  
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 WILLIAM TODD CARLISLE  
 JEFFRY B. GORDON

D. BARTLEY LOFTIN, II  
 MELISSA W. LARSEN  
 CHARLES L. MADDEN  
 WANDA M  
 SCOTT  
 ANNE  
 KENNETH A  
 MICHAEL W. LANG  
 BART  
 LAURA MORRISON  
 DANA C. GIBSON  
 LENORA WALKER PATE  
 OF COUNSEL  
 MAYER U. NEWFIELD  
 OF COUNSEL  
 PROF. JOSEPH W. BLACKBURN  
 SCHOLAR IN RESIDENCE  
 MORRIS K. BIRKOTE (1900-1904)  
 E. M. FREMO, JR. (1913-1905)  
 WILLIAM D. WEST, JR. (1922-1975)

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July 25, 1997

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 -07/29/97--01092--003  
 \*\*\*\*\*285.00 \*\*\*\*\*285.00

**VIA FEDERAL EXPRESS**

Florida Department of State  
 Registration Section  
 Division of Corporations  
 409 East Gaines Street  
 Tallahassee, Florida 32399

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 -07/29/97--01092--004  
 \*\*\*\*\*8.75 \*\*\*\*\*8.75

300002251013--2  
 -07/29/97--01092--005  
 \*\*\*\*\*52.50 \*\*\*\*\*52.50

Re: **Registration of Blackcave I, L.L.C., an Alabama Limited Liability Company, as a Florida Foreign L.L.C.**

Dear Sir/Madam:

Please find enclosed:

1. Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida;
2. Certificate of Designation of Registered Agent/Registered Office;
3. Affidavit of Membership and Contributions of Foreign Limited Liability Company;
4. A check payable to the Florida Department of State in the amount of \$285.00 regarding registration fees;
5. A check payable to the Florida Department of State in the amount of \$8.75 regarding Certificate of Status;

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 DIVISION OF CORPORATIONS  
 97 JUL 29 AM 3:23

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Name	De 7-29
Document Examiner	[Signature]
Updater	[Signature]
Updater Verifier	[Signature]
Acknowledgement	[Signature]
W. P. Verifier	[Signature]

FSMOB:DJHNSON18977.ILTANNER

2222 Arlington Avenue South  
 Birmingham, Alabama 35203  
 (205) 933-7111

200 Clinton Avenue, N.W.  
 Huntsville, Alabama 35801  
 (205) 536-1711

One Commerce Street/Suite 305  
 Montgomery, Alabama 36104  
 (334) 261-3400

2216 14th Street  
 Tuscaloosa, Alabama 35401  
 (205) 732-2080

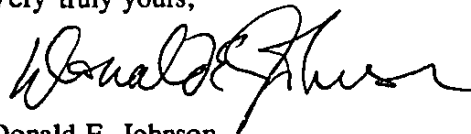
Florida Department of State  
July 25, 1997  
Page 2

6. A check payable to the Florida Department of State in the amount of \$52.50 regarding certified copy of Certificate of Status; and

7. Certificate of Existence executed by the Alabama Secretary of State which is no more than ninety days old.

Please register Blackcave I, L.L.C. as a foreign L.L.C. and return to us a letter of acknowledgement of registration and a certified copy of a Certificate of Status.

Very truly yours,



Donald E. Johnson  
For the Firm

DEJ:ldt  
Enclosures

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DIVISION OF CORPORATIONS  
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**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:

Blackcave I, L.L.C.

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

L.W. Cave

(Name)

3204 North Pace Blvd.

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

Pensacola, Florida 32505

(City/State/Zip)

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DIVISION OF CORPORATIONS  
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*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.*

L. W. Cave

(Signature)

7/25/97

(Date)

L. W. CAVE

**Filing Fee: \$ 35 for Designation of Registered Agent**

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

The undersigned member or authorized representative of a member of \_\_\_\_\_  
Blackcave I, L.L.C. deposes and says:

- 1) the above named limited liability company has at least two members
- 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  
\$ n/a . A description of the property is attached and made a part hereto.
- 4) the total amount of cash or property anticipated to be contributed by member(s) is  
\$ 100.00 . This total includes amounts from 2 and 3 above.

*L.W. Cave*

Signature of a member or authorized representative of a member.  
In accordance with section 605.402(2), Florida Statutes, the execution of this affidavit  
constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)  
L.W. Cave, Member

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DIVISION OF CORPORATIONS  
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Filing Fee: \$ 52.50 for Affidavit

# 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 Blackcave I, L.L.C. were filed in the office of the Judge of Probate of Mobile County on July 24, 1997. I further certify that the records do not disclose that said Blackcave I, 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.

07/28/97

Date

*Jim Bennett*

Jim Bennett

Secretary of State