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ROONEY A. MAX
MELINDA M. MATHEWS
SHIRLEY M. JUSTICE
JOSEPH P. JONES, JR.
JACK B. LEVY

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SECRETARY OF STATE
PERMITS

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JOHN W. PER
WILLIAM W. KEAR
WILLIAM WOOD
JOHN L. STEAKLEY
JOHN W. RILES
DALE W. ONE
JEFF KOON
WANDA B. MICHEL
CHARLES R. DRIGGARS
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JOHN H. RANDOLPH
ROONEY E. NOLEN
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A PROFESSIONAL CORPORATION

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July 25, 1997

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OF COUNSEL
PROF. JOSEPH W. BLACKBURN
SCHOLAR IN RESIDENCE
MORRIS K. BIRKOTE (1900-1904)
E. M. FREMO, JR. (1913-1995)
WILLIAM G. WEST, JR. (1922-1978)

300002251013--2
-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

300002251013--2
-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

M97-453

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

FSMOB:DJOHNSON18977.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

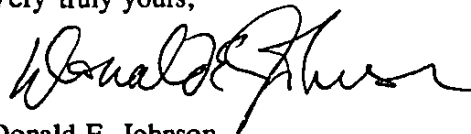
Florida Department of State
July 25, 1997
Page 2

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
97 JUL 29 PM 3: 24

**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
97 JUL 29 PM 3:24

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
97 JUL 29 PM 3:24

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