



THE UNITED STATES
CORPORATION
COMPANY

M97000000464

ACCOUNT NO. : 072100000032

REFERENCE : 471930 4810042

AUTHORIZATION :

900002254849--0

-08/01/97--01044--021

COST LIMIT : \$ PPD

****145.00 ****145.00

ORDER DATE : July 30, 1997

ORDER TIME : 1:04 PM

ORDER NO. : 471930-010

CUSTOMER NO: 4810042

CUSTOMER: Randal C. Fairbanks, Esq
MARKS GRAY CONROY & GIBBS

First Union Bank Building
1200 Riverplace Blvd, Ste 800
Jacksonville, FL 32207

900002254849--0

-08/01/97--01044--022

****192.50 ****192.50

DOMESTIC FILING

NAME: CIMC ATLANTIC, L.C.

J. IAA _____
FILING 250.00
R. AGENT FEE 35.00
C. COPY 52.50
TOTAL 337.50
N. BANK _____
BALANCE DUE _____
REFUND _____

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Carina L. Dunlap

EXAMINER'S INITIALS: BK

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUL 30 PM 4:05

7/30/97
BK

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. CIMC Atlantic, 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. Please note: "L.L.C." is not an acceptable suffix in Florida.)
2. Delaware
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 52-187-8100
(FEI number, if applicable)
4. 3-10-94
(Date of Organization)
5. Perpetual
(Duration: Year limited liability company will cease to exist or "perpetual")
6. 8-1-97
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 26221 Marsh Landing Parkway
Ponte Vedra Beach, Fl. 32082
(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:
David L. Brown	MGRM		
26221 Marsh Landing Parkway			
Ponte Vedra Beach, Fl. 32082			

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUL 30 PM 4:06

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUL 30 PM 4:06

The undersigned member or authorized representative of a member of CIMC Atlantic, 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 \$ 7,000.00
- 3) If any, the agreed value of property other than cash contributed by member(s) is \$ 0. 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 \$ 7,000.00. This total includes amounts from 2 and 3 above.

David L. Brown (David L. Brown)
Signature of a member or authorized representative of a member.
(In accordance with section 605.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

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, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, 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: CI MC Atlantic, L.C.

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

Randal C. Fairbanks

(Name)

Suite 800, 1200 Riverplace Blvd.

(P.O. Box not acceptable)

Jacksonville, Fl. 32082

(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.

By:

David L. Brown

(Signature)

Randal C. Fairbanks

7-29-97

(Date)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUL 30 PM 4:06

State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CIMC ATLANTIC L.L.C." 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 TWENTY-NINTH DAY OF JULY, A.D. 1997.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE BEEN PAID TO DATE.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUL 30 PM 4:05



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

2385071 8300

971252091

AUTHENTICATION: 8581374

DATE: 07-29-97