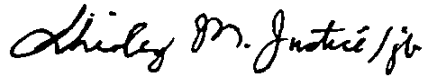




Florida Department of State  
September 18, 1997  
Page 2

Please register Blackcave II, 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. I have enclosed a Federal Express envelope and airbill, billed to our firm, for your convenience in returning same to us. Thank you in advance for expediting this process and returning these documents to us as soon as possible.

Very truly yours,



SHIRLEY M. JUSTICE  
For the Firm

SMJ:jb  
Enclosures

FILED  
07 SEP 19 PM 4:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**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. Blackcave II, 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. Alabama 3. \_\_\_\_\_  
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)
4. September 11, 1997 5. December 31, 2047  
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")
6. September 24, 1997  
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.)
7. 3800 Airport Boulevard, Suite 201  
Mobile, AL 36689  
(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:
<u>L. W. Cave</u>	<u>Mgr.</u>	_____	_____
<u>3800 Airport Blvd.</u>		_____	
<u>Mobile, AL 36689</u>		_____	
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____

FILED  
 SEP 19 1997  
 SECRETARY OF STATE  
 TALLAHASSEE, FLORIDA

**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 II, L.L.C.

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

L. W. Cave

(Name)


3204 North Pace Boulevard

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

Pensacola, FL 32505

(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.*

  
L. W. Cave (Signature)

9-12-97  
(Date)

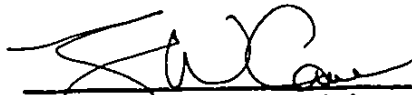
**Filing Fee: \$ 35 for Designation of Registered Agent**

SECRETARY OF STATE  
FILED  
07 SEP 19 PM 14:37

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

The undersigned member or authorized representative of a member of \_\_\_\_\_  
Blackcave II, 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.



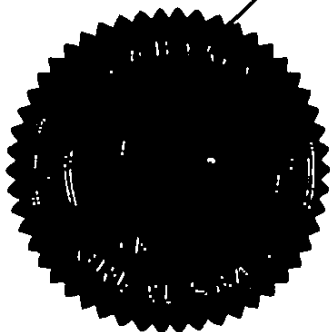
\_\_\_\_\_  
Signature of a member or authorized representative of a member.  
(In accordance with section 605.42023, Florida Statutes, the execution of this Affidavit constitutes an admission and/or the penalties of perjury that the facts stated herein are true.)  
L. W. Cave, Member

FILED  
07 SEP 19 PM 14:27  
CLERK OF DISTRICT COURT  
NINTH JUDICIAL CIRCUIT  
MIAMI, FLORIDA

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 II, L.L.C. were filed in the office of the Judge of Probate of Mobile County on September 11, 1997. I further certify that the records do not disclose that said Blackcave II, 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.

09/17/97

Date

*Jim Bennett*

Jim Bennett

Secretary of State