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LAW OFFICES OF

MEYER, CAPEL, HIRSCHFELD, MUNCY, JAHN & ALDEEN, P.C.

JEFFREY M. DAVIS

217/352-1800  
FAX: 217/352-1083  
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OF COUNSEL  
AUGUST C. MEYER, JR.  
RICHARD J. WINKEL, JR.

September 4, 1997

JAMES L. CAPEL, JR. (1933-1991)

Qualification/Registration Sec.  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

500002301385--2  
-09/23/97--01087--005  
\*\*\*\*180.00 \*\*\*\*180.00

Re: Qualification of Apartment MediaWorks, L.L.C. in Florida

Dear Sir or Madam:

300002297863--8  
-09/09/97--01006--001  
\*\*\*\*105.00 \*\*\*\*105.00

Enclosed please find the following documents:

1. Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida;
2. Affidavit of Membership and Contributions of Foreign Limited Liability Company;
3. Certificate of Designation of Registered Agent/Registered Office;
4. Certificate of Existence issued by the Illinois Secretary of State; and
5. Check made payable to the Florida Department of State in the amount of \$100.00

Apartment MediaWorks, L.L.C. is an Illinois limited liability company that has not yet transacted business in Florida but intends to commence transacting business in Florida on or before November 1, 1997.

Please process the enclosed documents in order that Apartment MediaWorks, L.L.C. may be qualified to transact business in the State of Florida. Thank you for your assistance in this matter. If you have any questions, please do not hesitate to contact me.

Cordially,

Jeffrey M. Davis

JMD:arb  
Enclosures  
cc: Mr. Bryan J. Rader

1197-612  
929-22

Name	JEFFREY M. DAVIS
Availability	
Document Examiner	
Updater	
Updater Verifier	
Acknowledgment	
W. P. Verifier	



**FLORIDA DEPARTMENT OF STATE**  
**Sandra B. Mortham**  
Secretary of State

September 9, 1997

**JEFFREY M. DAVIS**  
**MEYER, CAPEL, HIRSCHFELD, MUNCY, JAHN**  
**306 WEST CHURCH STREET**  
**CHAMPAIGN, IL 61826-6750**

**SUBJECT: APARTMENT MEDIAWORKS, L.L.C.**  
**Ref. Number: W97000020751**

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 SEP 22 PM 1:47

We have received your document for APARTMENT MEDIAWORKS, L.L.C. and your check(s) totaling \$105.00. However, the document has not been filed and is being retained in this office for the following:

Effective April 23, 1997, the fees to qualify a foreign limited liability company total \$285.00 and breakdown as follows: \$250.00 filing fee for the application and affidavit and \$35 registered agent designation fee. An additional \$52.50 is due for each certified copy requested and an additional \$8.75 is due for each certificate of status requested.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6020.

**Tammi Cline**  
Document Specialist

Letter Number: 797A00044894



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OF COUNSEL

AUGUST C. MEYER, JR.

RICHARD J. WINKEL, JR.

JEFFREY M. DAVIS

September 16, 1997

JAMES L. CAPEL, JR. (1933-1991)

Qualification/Registration Sec.  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

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DIVISION OF CORPORATIONS  
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**Re: Qualification of Apartment MediaWorks, L.L.C. in Florida**  
**Ref. Number: W97000020751**

Dear Sir or Madam:

Enclosed please a copy of your correspondence to me dated September 9, 1997 and a check made payable to Florida Department of State in the amount of \$180.00.

Please process the documents in order that Apartment MediaWorks, L.L.C. may be qualified to transact business in the State of Florida.

Thank you for your assistance in this matter. If you have any questions, please do not hesitate to contact me.

Cordially,

Jeffrey M. Davis

JMD:arb  
Enclosures

**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. Apartment MediaWorks, 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. Illinois  
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 37-1352928  
(FEI number, if applicable)
4. February 22, 1996  
(Date of Organization)
5. January 31, 2046  
(Duration: Year limited liability company will cease to exist or "perpetual")
6. upon qualification  
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. Apartment MediaWorks, L.L.C.  
1095 Old Roswell Road, Suite C-1, Roswell, GA 30076  
(Street address of principal office)

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8. List and indicate in title space provided the name, title, and business address of each managing member[MGRM] or manager[MGR]. It is not necessary to list members.  
(attach additional page if necessary)

NAME & ADDRESS:	TITLE:	NAME & ADDRESS:	TITLE:
<u>Bryan J. Rader</u>	<u>MGRM</u>	<u>Herbert M. Scheuer, Jr.</u>	<u>MGRM</u>
<u>1095 Old Roswell Road,</u>		<u>1342 Carmichael Way</u>	
<u>Suite C-1</u>		<u>Montgomery, AL 36106-3691</u>	
<u>Roswell, GA 30076</u>			
<u>Joel H. Kagan</u>	<u>MGRM</u>	<u>Michael S. Goldner</u>	<u>MGRM</u>
<u>406 Sound Beach Avenue</u>		<u>1342 Carmichael Way</u>	
<u>Old Greenwich, CT 06870</u>		<u>Montgomery, AL 36106-3691</u>	

**Filing Fee: \$ 52.50 for Application**

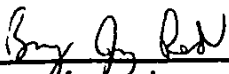
\* Additional Manager on Reverse

\* Jay Clark  
2255 Cumberland, Suite 1950  
Atlanta, GA 30339

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

The undersigned member or authorized representative of a member of \_\_\_\_\_  
Apartment MediaWorks, 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 \$ 701,000.00 .
- 3) if any, the agreed value of property other than cash contributed by member(s) is  
\$ \_\_\_\_\_ . 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  
\$ \_\_\_\_\_ . This total includes amounts from 2 and 3 above.

  
\_\_\_\_\_  
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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**Filing Fee: \$ 52.50 for Affidavit**

## 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: Apartment MediaWorks, L.L.C.

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

Corporation Service Company

(Name)

1201 Hays Street

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

Tallahassee, FL 32301

(City/State/Zip)

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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.*

CORPORATION SERVICE COMPANY

Mary Jo Kenny  
(Signature)

8/28/97  
(Date)

MARY JO KENNY  
ASSISTANT VICE PRESIDENT

Filing Fee: \$ 35 for Designation of Registered Agent

File Number 0005912-9



**To all to whom these Presents Shall Come, Greeting:**

*I, George H. Ryan, Secretary of State of the State of Illinois,*  
*do hereby certify that*  
APARTMENT MEDIAWORKS, L.L.C.,  
HAVING ORGANIZED IN THE STATE OF ILLINOIS ON FEBRUARY 22, 1996,  
APPEARS TO HAVE COMPLIED WITH ALL PROVISIONS OF THE LIMITED  
LIABILITY COMPANY ACT OF THIS STATE RELATING TO THE FILING  
OF THE ARTICLES AND PAYMENT, AND IS ORGANIZED TO TRANSACT  
BUSINESS IN THE STATE OF ILLINOIS.



**In Testimony Whereof,** *I hereto set*  
*my hand and cause to be affixed the Great Seal of*  
*the State of Illinois this* 26TH  
*day of* JUNE *A.D., 19* 97

*George H. Ryan*  
\_\_\_\_\_  
SECRETARY OF STATE