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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 DEC 30 PM 1:20

ACCOUNT NO. : 072100000032  
REFERENCE : 652650 10915A  
AUTHORIZATION : Patricia Pizub  
COST LIMIT : \$ 285.00

ORDER DATE : December 30, 1997

ORDER TIME : 10:47 AM

ORDER NO. : 652650-010

CUSTOMER NO: 10915A

300002386093--2

CUSTOMER: Elizabeth Tobin, Legal Asst  
Walker & Koegler  
217 Ponte Vedra Park Drive  
Ponte Vedra Bea, FL 32082

FOREIGN FILINGS

NAME: CIMC ATLANTIC II, L.L.C.

File  
1st

XXXX QUALIFICATION (TYPE: LP)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Karen B. Rozar

|                    |     |
|--------------------|-----|
| Name Availability  | kwm |
| Document Examiner  | KWM |
| Updater            | KWM |
| Updater Verifier   | KWM |
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NO CONTACT

1. CIMC ATLANTIC II, L.L.C.

## 2. Delaware

3.

Applied for

(FEI number, if applicable)

4. December 19, 1997

5.

Perpetual

(Duration: Year limited liability company will cease to exist or "perpetual")

6. 12-30-97

7. 26221 Marsh Landing Parkway

Ponte Vedra Beach, Florida 32082

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)

**TITLE:**

David L. Brown

MGRM

26221 Marsh Landing Parkway

Ponte Vedra Beach, FL 32082

.....

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

[illegible]

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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, 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: CIMC ATLANTIC II, L.L.C.

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

Randal C. Fairbanks

(Name)

217 Ponte Vedra Park Drive

(P.O. Box not acceptable)

Ponte Vedra Beach, Florida 32082

(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.*

By: Randal C. Fairbanks  
(Signature)

12-23-97  
(Date)

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

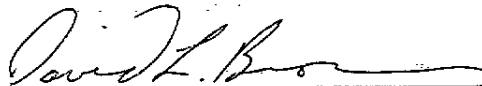
# AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN LIMITED LIABILITY COMPANY

The undersigned member or authorized representative of a member of \_\_\_\_\_

CIMC ATLANTIC 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 \$ 7,000.
- 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. . 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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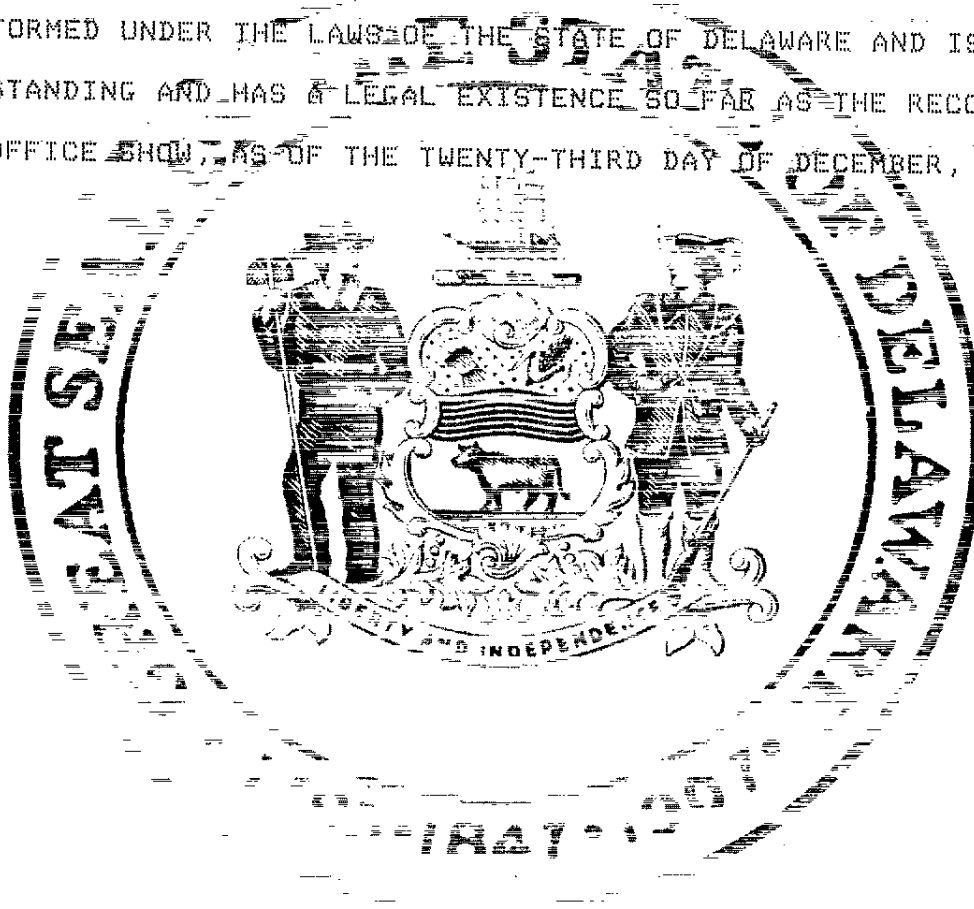
Filing Fee: \$ 52.50 for Affidavit

*State of Delaware*  
*Office of the Secretary of State*

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CINC ATLANTIC II, 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-THIRD DAY OF DECEMBER, A.D. 1997.



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*Edward J. Freel*

Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE:

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