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MANIER & HEROD

A TENNESSEE PROFESSIONAL CORPORATION

FIRST UNION TOWER
SUITE 2200
150 FOURTH AVENUE NORTH

NASHVILLE, TENNESSEE 37219-2494

TELEPHONE (615) 244-0030

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(615) 742-9472
DIRECT DIAL NUMBER

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DAVID J. DEMING
MARK S. LEVAN
MARY PATY LYNN JETTON
THOMAS T. PENNINGTON
H. ROWAN LEATHERS III
WILLIAM L. PENNY

April 7, 1998

VIA STANDARD FEDERAL EXPRESS

Registration Section
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

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*****293.75 *****293.75

RE: Corporate Development Ventures, LLC

Dear Sir or Madam:

Enclosed please find a completed and fully executed Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida, a Certificate of Existence of this foreign limited liability company from the Tennessee Secretary of State, a Certificate of Designation of Registered Agent/Registered Office, and a check in the amount of \$293.75 as filing fee, registered agent fee, and for a Certificate of Status.

Please file these documents with your office and confirm to me in writing that *Corporate Development Ventures, LLC*, is qualified to do business in Florida. Please return the Certificate of Status and a copy of the qualification documents to me at the following address:

Jane M. Prater
Manier & Herod
150 Fourth Avenue, North
Suite 2200
Nashville, Tennessee 37219-2494

Should you need to contact someone concerning this matter, please call me at (615)742-9472.

Name	Liability
Document Examiner	DCC
Updater	ncc
Updater Verifier	DCC
Adjudgement	DCC
W.P. Verifier	DCC

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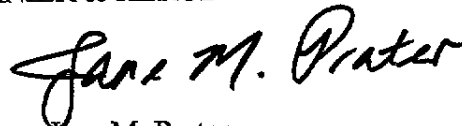
Thank you for your assistance in this regard.

I am,

Very truly yours,

MANIER & HEROD

By:



Jane M. Prater
Legal Assistant

JMP:jmp

Enclosures

cc: William Stanford Warren, Sr. (w/encl.)
Mary Paty Lynn Jetton (w/o enc.)

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. Corporate Development Ventures, LLC
(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.)
2. Tennessee
(Jurisdiction under the law of which foreign limited liability company is organized)
3. Applied For
(FEI number, if applicable)
4. March 26, 1998
(Date of Organization)
5. Undetermined Year (Not perpetual -
(Duration: Year limited liability company will cease to exist or "perpetual") See attached)
6. April 10, 1998
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 1420 Donelson Pike, Suite B-9
Nashville, Tennessee 37217-2927
(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)

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NAME & ADDRESS:	TITLE:	NAME & ADDRESS:	TITLE:
William Stanford Warren, Sr. 1420 Donelson Pike Suite B-9 Nashville, Tennessee 37217-2927	Chief Manager		

9. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the Secretary of State or the proper official having custody of records in the state under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

**Attachment to Application by Foreign Limited Liability Company
for Authorization to Transact Business in Florida**

CORPORATE DEVELOPMENT VENTURES, LLC

Supplement to Item 5.

The duration of the Company is until the Company is terminated by the death of any member, retirement of any member, withdrawal of any member, assignment of a member's entire governance rights, acquisition of a member's complete interest by the Company, adjudication of bankruptcy of any member, dissolution of any member, or the occurrence of any other act which would legally disqualify or impede the remaining members from acting hereunder. The remaining members will have the right to continue the business of the Company upon the majority vote of the members.

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

The undersigned member or authorized representative of a member of Corporate
Development Ventures, LLC certifies:

1) the above named limited liability company has at least two members;

2) the total amount of cash contributed by the member(s) is \$ 2,000;

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.)
and

4) the total amount of cash and property contributed and anticipated to be contributed
by member(s) is \$ 2,000;
(This total includes amounts from 2 and 3 above.)

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William Stanford Warren, Sr.
Signature of a member or an 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.)

William Stanford Warren, Sr.
Typed or printed name of signee

Filing Fee: \$250.00 for Application and 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 SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

Corporate Development Ventures, LLC

2. The name and the Florida street address of the registered agent and office are:

Julian Scaff

(Name)

4917 Ratliff Road

Florida street address (P.O. Box **NOT** ACCEPTABLE)

Callahan FL 32011

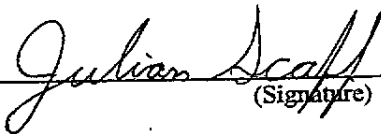
City/State/Zip

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TALLAHASSEE, FLORIDA

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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.


(Signature)

Filing Fee: \$ 35 for Designation of Registered Agent

Secretary of State

Corporations Section

James K. Polk Building, Suite 1800

Nashville, Tennessee 37243-0306

ISSUANCE DATE: 04/07/1998
REQUEST NUMBER: 98097178
TELEPHONE CONTACT: (615) 741-6488

CHARTER/QUALIFICATION DATE: 03/26/1998
STATUS: ACTIVE
CORPORATE EXPIRATION DATE: PERPETUAL
CONTROL NUMBER: 0348163
JURISDICTION: TENNESSEE

TO:
MANIER HEROD HOLLABAUGH & SMITH
150 4TH AVE NORTH
STE 2200
NASHVILLE, TN 37219

REQUESTED BY:
MANIER HEROD HOLLABAUGH & SMITH
150 4TH AVE NORTH
STE 2200
NASHVILLE, TN 37219

CERTIFICATE OF EXISTENCE

I, RILEY C DARNELL, SECRETARY OF STATE OF THE STATE OF TENNESSEE DO HEREBY CERTIFY THAT

"CORPORATE DEVELOPMENT VENTURES, LLC"

A LIMITED LIABILITY COMPANY DULY FORMED UNDER THE LAW OF THIS STATE WITH DATE OF
FORMATION AND DURATION AS GIVEN ABOVE;
THAT ALL FEES, TAXES, AND PENALTIES OWED TO THIS STATE WHICH AFFECT THE
EXISTENCE OF THE LIMITED LIABILITY COMPANY HAVE BEEN PAID;
THAT ARTICLES OF DISSOLUTION HAVE NOT BEEN FILED; AND
THAT ARTICLES OF TERMINATION OF THE EXISTENCE HAVE NOT BEEN FILED.

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TALLAHASSEE, FLORIDA

FOR: REQUEST FOR CERTIFICATE

ON DATE: 04/07/98

FROM:
MANIER HEROD HOLLABAUGH ETC(2200-FIRST U
2200 FIRST UNION TWR
150 4TH AVE. NORTH
NASHVILLE, TN 37219-0000

RECEIVED: FEES \$10.00 \$0.00
TOTAL PAYMENT RECEIVED: \$10.00

RECEIPT NUMBER: 00002285875
ACCOUNT NUMBER: 00001319



Riley C Darnell

RILEY C. DARNELL
SECRETARY OF STATE