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June 19, 1998

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****285.00 ****285.00

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

RE: Registration of Casa Magnolia, L.L.C.

Gentlemen:

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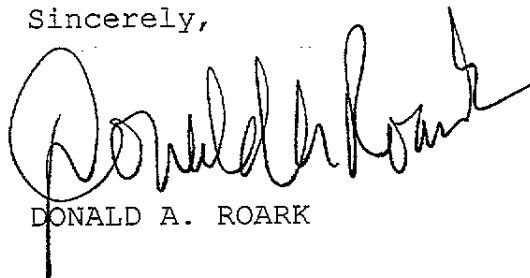
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Enclosed please find the original and one copy of the forms necessary for registration of a foreign limited liability company to transact business in Florida of the above-listed business and the resident agent designation.

Please register this corporation with your office. Enclosed is a check in the amount of \$285.00 to cover the necessary filing fees.

Thank you for your assistance in this matter.

Sincerely,


DONALD A. ROARK

Enclosures

DAR:hh

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO TRANSACTION BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACTION BUSINESS IN THE STATE OF FLORIDA:

1. Casa Magnolia, 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.)
2. Louisiana
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 72-1412821
(FEI number, if applicable)
4. February 10, 1998
(Date of Organization)
5. Perpetual
(Duration: Year limited liability company will cease to exist or "perpetual")
6. February 20, 1998
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 11365 Highland Road
Baton Rouge, Louisiana 70810
(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>Claude B. Pennington, III</u>	<u>MGRM</u>	<u>Paula Pennington delaBretonne</u>	<u>MGRM</u>
<u>11365 Highland Road</u>		<u>17930 Shoal Creek Drive</u>	
<u>Baton Rouge, LA 70810</u>		<u>Baton Rouge, LA 70810</u>	
<u>Daryl B. Pennington, Sr.</u>	<u>MGRM</u>		
<u>2578 Highway 955 West</u>			
<u>Ethel, LA 70730</u>			

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TALLAHASSEE, FLORIDA

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.)

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

The undersigned member or authorized representative of a member of Casa Magnolia, L.L.C.
_____ 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 \$ 150.00

3) if any, the agreed value of property other than cash contributed by member(s) is \$ 1,130,022.47
(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 \$ 1,130,172.47
(This total includes amounts from 2 and 3 above.)



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.)

Claude B. Pennington, III

Typed or printed name of signee

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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:

Casa Magnolia, L.L.C.

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

Donald A. Roark

(Name)

201 East Government Street

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

Pensacola

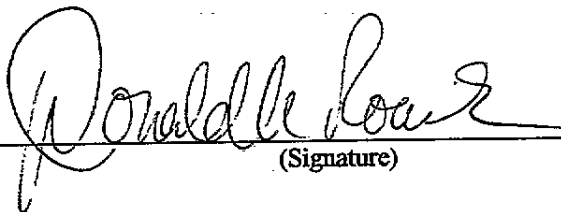
FL

32501

City/State/Zip

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TALLAHASSEE, FLORIDA

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

UNITED STATES OF AMERICA
State of Louisiana

Box McKeithen

SECRETARY OF STATE

As Secretary of State, of the State of Louisiana, I do hereby Certify that
the Articles of Organization of

CASA MAGNOLIA, L.L.C.

Domiciled at BATON ROUGE, LOUISIANA,

Were filed in this Office and a Certificate of Organization
was issued on February 10, 1998,

I further certify that no Certificate of Dissolution has
been issued.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*In testimony whereof, I have hereunto set
my hand and caused the Seal of my Office
to be affixed at the City of Baton Rouge on,*

April 20, 1998

Box McKeithen

CGR

Secretary of State

