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MAYNARD, COOPER & GALE, P.C.

ATTORNEYS AT LAW

1901 SIXTH AVENUE NORTH

2400 AMSouth/HARBERT PLAZA

BIRMINGHAM, ALABAMA 35203-2618

(205) 254-1000

FACSIMILE (205) 254-1999

MONTGOMERY OFFICE:

201 MONROE STREET

SUITE 1940

MONTGOMERY, ALABAMA 36104

(334) 262-2001

WRITERS DIRECT DIAL No.

(205) 254-1082

July 16, 1998

DANA L. THRASHER
MITCHELL G. ALLEN
THOMAS H. BRINKLEY
KATHARINE A. WEBER
MICHAEL D. MULVANEY
J. ALAN TRUITT
CARL S. BURKHALTER
SARAH YATES LARSON
THOMAS C. CLARK III
CHRISTOPHER B. HARMON
JEFFREY A. LEE
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JOHN P. DULIN, JR.
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ELIZABETH G. BEAUBE
JAMES T. CARR
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STEPHEN POSTER BLACK
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MARCIE E. PADUDA
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J. MICHAEL SAVAGE
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STEPHEN C. JACKSON
JAMES M. POOL

Florida Department of State
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: GJC, L.L.C./Qualification to do Business

Dear Department of State:

Please find enclosed a check in the amount of \$346.25 to cover the filing fee for application and affidavit, a designation of registered agent, a certified copy and a certificate of status. Also enclosed are the following:

1. Certificate of Designation of Registered Agent/Registered Office;
2. Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida;
3. Affidavit of Membership and Contributions of Foreign Limited Liability Company; and
4. Certified Certificate of Existence.

Name Availability	
Document Examiner	Thank you for your assistance in our application to obtain qualification to do business in Florida. Please call me if any additional information is needed. DCC
Updater	DCC
Updater Verifier	DCC
Acknowledge enclosures	EGB:rer DCC
cc.	Curtis O. Liles, Esq. (wo/enclosures)
W. P. Verifier	DCC

Very truly yours,

Elizabeth G. Beaub
Elizabeth G. Beaub

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***346.25 ***346.25

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 SEP 1 AM 9:14

W 9800000 10655

M 9800000 1006

MAYNARD, COOPER & GALE, P.C.

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MONTGOMERY OFFICE:

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(334) 262-2001

WRITERS DIRECT DIAL No.

(205) 254-1082

August 25, 1998

DANA L. THRASHER
MITCHELL G. ALLEN
THOMAS H. BRINKLEY
KATHARINE A. WEBER
MICHAEL D. MULVANEY
J. ALAN TRUITT
CARL S. BURKHALTER
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Florida Department of State
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: GJC, L.L.C./Qualification to do Business

Dear Department of State:

On July 16, 1998, I made an application on behalf of GJC, L.L.C. to obtain qualification to do business in Florida (correspondence enclosed). In correspondence from the Department, dated July 22, 1998, I was informed that the name designated, GJC, L.L.C., was not available (correspondence enclosed). Accordingly, Articles of Amendment to the Articles of Organization for GJC, L.L.C. have been executed and filed changing the name to CMB General Partner, LLC (Articles of Amendment enclosed).

Please let me know if anything further is needed for CMB General Partner, LLC to obtain qualification to do business in Florida. I appreciate your assistance in this matter.

Very truly yours,



Elizabeth G. Beaubé

EBG:rcr

Enclosures

cc: Curtis O. Liles, Esq. (w/o enc.)

MAYNARD, COOPER & GALE, P.C.

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MONTGOMERY OFFICE:

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WRITERS DIRECT DIAL No.

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September 9, 1998

DANA L. THRASHER
MITCHELL G. ALLEN
THOMAS H. BRINKLEY
KATHARINE A. WEBER
MICHAEL D. MULVANEY
J. ALAN TRUITT
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Florida Department of State
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: CMB General Partner, LLC

Dear Department of State:

I originally submitted an application for GJC, L.L.C. to qualify to do business in Florida. However, such name was not available and, as such, the name was changed to CMB General Partner, LLC. Amended Articles of Organization were submitted to the Department evidencing said name change. Thereafter, I received correspondence from the Department stating that a Certificate of Existence with the new name must be submitted (correspondence enclosed). Accordingly, please find enclosed a Certificate of Existence for CMB General Partner, LLC. Please let me know if anything further is needed.

Very truly yours,



Elizabeth G. Beaubé

EBG:rcr

Enclosures

cc: Curtis O. Liles, III, Esq. (w/o enc.)



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 22, 1998

ELIZABETH G. BEAUBE
MAYNARD COOPER & GALE, P.C.
1901 SIXTH AVENUE, 2400 AMSOUTH/HARBERT
BIRMINGHAM, AL 35203-2618

SUBJECT: GCJ, L.L.C.
Ref. Number: W98000016655

We have received your document for GCJ, L.L.C. and your check(s) totaling \$346.25. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is not available. Therefore, the limited liability company must adopt an alternate name for use in the state of Florida. To adopt an alternate name the entity must submit a resolution signed by a managing member or manager adopting the alternate name for use in the state of Florida. The alternate name must end with "L.L.C.," "L.C.," "Limited Liability Company" or "Limited Company."

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) 487-6913.

Diane Cushing
Corporate Specialist

Letter Number: 598A00038732



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 28, 1998

ELIZABETH G. BEAUBE
MAYNARD COOPER & GALE, P.C.
1901 SIXTH AVENUE, 2400 AMSOUTH/HARBERT
BIRMINGHAM, AL 35203-2618

SUBJECT: CMB GENERAL PARTNER, LLC
Ref. Number: W98000016655

We have received your document for CMB GENERAL PARTNER, LLC and your check(s) totaling \$346.25. However, the document has not been filed and is being retained in this office for the following:

A certificate of existence, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

You must send us a certificate of existence (good standing) with the new name on it.

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) 487-6913.

Diane Cushing
Corporate Specialist

Letter Number: 498A00044580

**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. CMB General Partner, 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. Alabama
(Jurisdiction under the law of which foreign limited liability company is organized)
3. [not yet attained]
(FEI number, if applicable)
4. May 5, 1998
(Date of Organization)
5. 2050
(Duration: Year limited liability company will cease to exist or "perpetual")
6. No business has yet been transacted; anticipated after July 1, 1998.
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 1900 International Park Drive, Suite 100
Birmingham, Alabama 35243
(Street address of principal office)

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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>James Milton Johnson</u>	<u>Manager</u>	_____	_____
<u>1900 International Pk. Dr.</u>		_____	
<u>Birmingham, Alabama 35243</u>		_____	
_____		_____	
_____		_____	
_____		_____	
_____		_____	
_____		_____	
_____		_____	

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 _____

CMB General Partner, 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
- 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.)
and
- 4) the total amount of cash and property contributed and anticipated to be contributed
by member(s) is
(This total includes amounts from 2 and 3 above.)

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DIVISION OF CORPORATIONS
98 SEP 14 AM 9:49
\$ 3,000.00
\$ 400.00
\$ 3,000.00



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.)

James Milton Johnson

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:

CMB General Partner, LLC

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

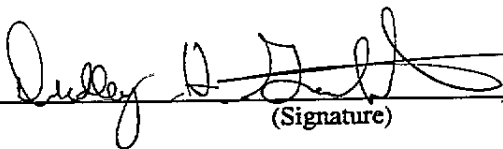
Dudley H. Greenhut
(Name)

23 South A Street
Florida street address (P.O. Box **NOT** ACCEPTABLE)

Pensacola, FL 32574-2603
City/State/Zip

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DIVISION OF CORPORATIONS
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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)

Dudley H. Greenhut

Filing Fee: \$ 35 for Designation of Registered Agent

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 the domestic corporate records on file in this office disclose that CMB General Partner, LLC organized in the office of the Judge of Probate of Jefferson County on May 5, 1998. I further certify that the records do not disclose that said CMB General Partner, LLC has been dissolved.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 SEP 14 AM 9:19



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.

September 4, 1998

Date

A handwritten signature in cursive script that reads 'Jim Bennett'.

Jim Bennett

Secretary of State