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201 ST. CHARLES AVENUE  
NEW ORLEANS, LOUISIANA 70170-5100

October 20, 1998

VIA FEDERAL EXPRESS

Florida Secretary of State  
Registration Section  
Division of Corporations  
409 E. Gaines St.  
Tallahassee, FL 32399

300002669043--5  
-10/21/98--01045--006  
\*\*\*293.75 \*\*\*293.75

RE: Intelligent Machine Concepts, L.L.C.  
our file number 13032/72840-00

Dear Sir or Madam:

CM

Please find enclosed the completed application to register Intelligent Machine Concepts, L.L.C., a Louisiana Limited Liability Company, to transact business in Florida. Also enclosed is an original certificate of existence, duly authenticated by the Louisiana Secretary of State. Please find check number 96229 made payable to the Florida Department of State in the amount of \$293.75 for the total amount of the filing fee for application and affidavit (\$250.00), designation of registered agent (\$35.00), and an optional certificate of status (\$8.75).

Provided for your convenience is a self-addressed, stamped envelope for the letter of acknowledgment and certificate of status. If you need any additional information regarding my request, please call me at (504) 582-8377. Thank you for your assistance in this matter.

Sincerely,

*Ingrid Fritz*

Ingrid Fritz  
Legal Assistant

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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Enclosures

**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. Intelligent Machine Concepts, 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. Applied For  
(FEI number, if applicable)
4. October 2, 1998  
(Date of Organization)
5. Perpetual  
(Duration: Year limited liability company will cease to exist or "perpetual")
6. October 2, 1998  
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 909 Poydras Street Suite 2230  
New Orleans, LA 70112  
(Street address of principal office)

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 TALLAHASSEE, FLORIDA  
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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)

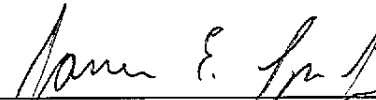
NAME & ADDRESS:	TITLE:	NAME & ADDRESS:	TITLE:
<u>James E. Spencer, Jr.</u> <u>President &amp; Chief Executive Officer</u> <u>Member of Board of Managers</u> <u>909 Poydras St. Suite 2230</u> <u>New Orleans, LA 70112</u>		<u>Jeffery A. Hooker</u> <u>Executive Vice President &amp;</u> <u>Chief Technology Officer</u> <u>Member of Board of Managers</u> <u>1427 Chaffee Drive Suite 4</u> <u>Titusville, FL 32780</u>	
<u>Marc D. Winthrop</u> <u>Member of Board of Managers</u> <u>909 Poydras St. Suite 2230</u> <u>New Orleans, LA 70112</u>		<u>David H. Simon</u> <u>Member of Board of Managers</u> <u>P.O. Box 2175</u> <u>Windermere, FL 34786</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 Intelligent  
Machine Concepts, L.L.C. certifies:

- 1) the above named limited liability company has at least one member;
  
- 2) the total amount of cash contributed by the member(s) is \$ 250.00;
  
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ 0.00;  
(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 \$ 250.00.  
(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.)

James E. Spencer, Jr.  
\_\_\_\_\_  
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:

Intelligent Machine Concepts, L.L.C.

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

Jeffery A. Hooker

(Name)

1427 Chaffee Drive Suite 4

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

Titusville FL 32780

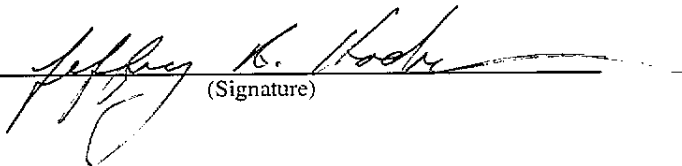
City/State/Zip

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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.*

  
(Signature)

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

UNITED STATES OF AMERICA  
State of Louisiana



**Jox McKeithen**

**SECRETARY OF STATE**

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

the Articles of Organization of \_\_\_\_\_

INTELLIGENT MACHINE CONCEPTS, L.L.C.

Domiciled at NEW ORLEANS, LOUISIANA,

Were filed in this Office and a Certificate of Organization was issued on October 01, 1998,

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

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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,*

October 6, 1998

*Jox McKeithen*

JWA-34691357K  
*Secretary of State*

