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Tallahassee, Florida 32314

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Re: CME Management, LLC

Dear Sir or Madam:

Enclosed is an original and one (1) copy of the following documents:

1. Application for Foreign Limited Liability Company
2. Affidavit of Membership and Contributions
3. Certificate of Designation of Registered Agent/Registered Office
4. Certificate of Existence from the State of Mississippi

Also enclosed CME Management, LLC's check No. 005521 in payment of the filing fees as follows:

Penalty Fees	\$1,000.00
Annual Report Fees	188.75
Filing Fees	285.00
TOTAL FEES	\$1,473.75

Upon filing, please issue a letter of acknowledgment and mail it to Post Office Box 427, Jackson, Mississippi 39205-0427. Thank you for your prompt attention to this matter.

Sincerely,

WATKINS LUDLAM WINTER & STENNIS, P.A.

Carolyn M. Hood
Carolyn M. Hood
Legal Assistant

/cmh
Enclosures
cc: Liz Michaels, CPA
David B. Grishman, Esquire

M98-1275

Name	<i>De 1038</i>
Availability	<i>De</i>
Document	<i>De</i>
Updater	<i>De</i>
Updater	<i>De</i>
Verifier	<i>De</i>
Acknowledgment	<i>De</i>
W. P. Verifier	<i>De</i>

**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. CME Management, LLC, a Mississippi limited liability company
(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. Mississippi 3. 72-1345001
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)
4. July 25, 1996 5. 2046
(Date of Organization) (Duration: Year limited liability company will
cease to exist or "perpetual")
6. July 1997
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 357 Towne Center Blvd. #102
Ridgeland, MS 39157
(Street address of principal office)

FILED
98 OCT 28 PM 4:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

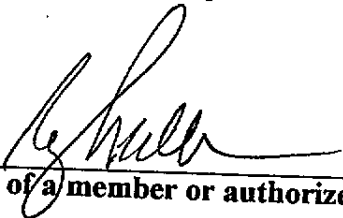
List name, title, and business address of each managing member[MGRM] or manager[MGR]who
will manage the foreign limited liability company in Florida: (attach additional page if necessary)

NAME & ADDRESS:	TITLE:	NAME & ADDRESS:	TITLE:
Raymond K. Miller 148 Summer Bay Drive Ridgeland, MS 39157	Manager		
Robert E. Clements 1009 Annandale Drive Madison, MS 39110	Manager		
Clements, L.P., a MS limited partnership 223 Azalea Ct. Brandon, MS 39042	Manager		

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

The undersigned member or authorized representative of a member of CME Management, LLC
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 \$ 1.6 Million
- 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.
- 4) the amount of cash or property anticipated to be contributed by member(s) is \$ 1.6 Million
This total includes amounts from 2 and 3 above.
- 5) the total amount of cash or property anticipated to be contributed by member(s) is \$ _____



Signature of a member or authorized representative of a member. Raymond K. Miller

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.)

FILED
98 OCT 28 PM 4:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**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 IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is:

CME Management, LLC, a Mississippi limited liability company

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

David T. Abraham

(Name)

Brant, Moore, Macdonald & Wells
Suite 3100 Barnett Center, 50 North Laura Street
(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)

Jacksonville, Florida 32202

(City/State/Zip)

FILED
98 OCT 28 PM 4:30
SECRETARY OF STATE
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.

David T. Abraham
(Signature)

October 7, 1998
(Date)

Filing Fee: \$ 35 for Designation of Registered Agent

State of Mississippi

Secretary of State's Office

Eric Clark

Secretary of State
Jackson, Mississippi

CERTIFICATE

I, ERIC CLARK, Secretary of State of the State of Mississippi, and as such the legal custodian of the records as required by The Mississippi Limited Liability Company Act to be filed in my office do hereby certify that:

CME MANAGEMENT, L.L.C.

Formed July 25, 1996

A Mississippi Limited Liability Company has filed the necessary documents in this office and has obtained a certificate of formation under the provisions of The Mississippi Limited Liability Company Act as shown by the records in this office.

That the registered office of said Limited Liability Company is located at:

633 N STATE ST
PO BOX 427
JACKSON MS 39205

and that the registered agent at that address is:

AILEEN S MCNEILL

I further certify that said Limited Liability Company has paid the fees for filing the above papers required by law as shown by the records of this office and that said Limited Liability Company is in good standing to do business in Mississippi at this time.



Given under my hand
and seal of office
September 29, 1998.

Eric Clark

ERIC CLARK,
Secretary of State