

M98 00000 1429

MOORE & VAN ALLEN, PLLC

ATTORNEYS AT LAW

2200 WEST MAIN STREET, SUITE 800
DURHAM, NORTH CAROLINA 27705-4652

TELEPHONE 919-286-8000
FACSIMILE 919-286-8199

PLEASE REPLY TO:
P. O. Box 3843
DURHAM, NORTH CAROLINA 27702-3843
<http://www.mvalaw.com>

OTHER OFFICES:
CHARLOTTE, NC
RALEIGH, NC
CHARLESTON, SC

December 3, 1998

VIA FEDERAL EXPRESS

Division of Corporations
ATTN: Registration Section
409 East Gaines Street
Tallahassee, Florida 32399

200002703562--3
-12/04/98-01084-008
****346.25 ****337.50

Re: Georgia C-Marts LLC

Dear Sir or Madam:

CM

In connection with the above entity, enclosed you will find the following documents:

1. Original and one conformed copy of Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida;
2. Original and one conformed copy of Certificate of Designation of Registered Agent/Registered Office;
3. Original Certificate of Existence as issued by the North Carolina Secretary of State; and
4. Moore & Van Allen, PLLC check in the amount of \$346.25; of which \$250.00 is the filing fee for the Application and accompanying affidavit, \$35.00 is the filing fee for the Designation of Registered Agent, \$52.50 for a Certified Copy of the filing and \$8.75 for a Certificate of Status.

If there is a problem with this filing, please call me collect at (919) 286-8057. Otherwise, please forward evidence of the filing to me in the enclosed Federal Express return envelope.

Very truly yours,

MOORE & VAN ALLEN, PLLC



Melody Adams
Legal Assistant

Enclosures

FILED
98 DEC -4 AM 9:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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. Georgia C-Marts 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. North Carolina
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 56-2109991
(FEI number, if applicable)
4. September 4, 1998
(Date of Organization)
5. December 2048
(Duration: Year limited liability company will cease to exist or "perpetual")
6. December 1, 1998
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 400 West Main Street, Suite 300
Durham, North Carolina 27701
(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)

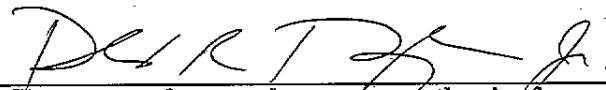
NAME & ADDRESS:	TITLE:	NAME & ADDRESS:	TITLE:
<u>Donald R. Draughon, Jr.</u>	<u>MGRM</u>	<u>Thomas G. Turner</u>	<u>MGRM</u>
<u>400 W. Main St. Ste 300</u>		<u>400 W. Main St. Ste 300</u>	
<u>Durham, NC 27701</u>		<u>Durham, NC 27701</u>	
<u> </u>		<u> </u>	
<u> </u>		<u> </u>	
<u> </u>		<u> </u>	
<u> </u>		<u> </u>	
<u> </u>		<u> </u>	
<u> </u>		<u> </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 Georgia C-Marts LLC
_____ 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 \$ 100.00 ;
- 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 \$ 100.00 ;
(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.)

Donald R. Draughon, Jr.

Typed or printed name of signee

FILED
98 DEC -4 AM 9:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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:

Georgia C-Marts LLC

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

JAMES S. CAMPBELL

(Name)

3 WEST GARDEN STREET, 6TH FLOOR

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

PENSACOLA

FL

32501

City/State/Zip

FILED
98 DEC -4 AM 9:51
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.


JAMES S. CAMPBELL

(Signature)

Filing Fee: \$ 35 for Designation of Registered Agent

STATE OF NORTH CAROLINA



Department of The
Secretary of State

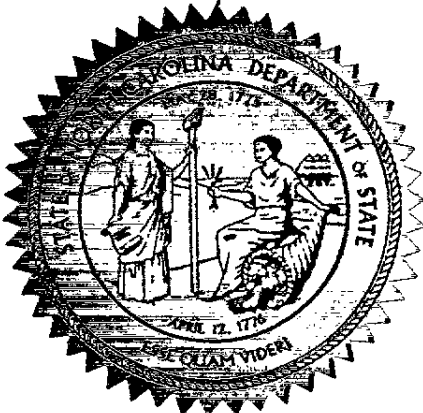
CERTIFICATE OF EXISTENCE (Limited Liability Company)

I, **ELAINE F. MARSHALL**, Secretary of State of the State of North Carolina, do hereby certify that

GEORGIA C-MARTS LLC

is a limited liability company duly formed under the laws of the State of North Carolina, having been formed on the 4th day of September, 1998, with a period of duration ending DEC 2048.

I **FURTHER** certify that the said limited liability company's articles of organization are not suspended for failure to comply with the Revenue Act of the State of North Carolina; that the said limited liability company is not administratively dissolved for failure to comply with the provisions of the North Carolina Limited Liability Company Act; and that the said limited liability company has not filed articles of dissolution as of the date of this certificate.



IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at the City of Raleigh, this 13th day of November, 1998.

Elaine F. Marshall

Secretary of State

FILED

98 DEC -4 AM 9:51

SECRETARY OF STATE
TALLAHASSEE, FLORIDA