

M99000000719
P.O. Box 8327
Baton Rouge, LA 70884

Magna Carta Group, L.L.C.

(504) 769-6880
Fax: (504) 769-6882

April 30, 1999

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

Dear Sirs:

Enclosed, please find Magna Carta Group, L.L.C.'s completed application for the authority to transact business in Florida along with a check in the amount of \$346.25 for the applicable fees. Also enclosed is an original Certificate of Existence for the corporation from the State of Louisiana.

Please feel free to contact us if you have any questions.

Sincerely;


C.H. Simpson
President & Managing Member

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cc CUS

SECRETARY OF STATE
TALLAHASSEE FLORIDA

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

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

1. Magna Carta Group, 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. 72-1282374
(FEI number, if applicable)
4. 10/19/94
(Date of Organization)
5. 2044
(Duration: Year limited liability company will cease to exist or "perpetual")
6. 1/27/99
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 11017 Perkins Rd., Suite A
Baton Rouge, LA 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:
Mr. C.H. Simpson	Pres. & Managing Member		
11017 Perkins Rd., Suite A			
Baton Rouge, LA 70810			

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SECRETARY OF STATE

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**

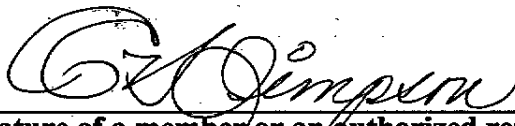
The undersigned member or authorized representative of a member of _____
Magna Carta Group, L.L.C. _____ certifies:

1) the above named limited liability company has at least one member;

2) the total amount of cash contributed by the member(s) is \$ 1,245,000;

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 \$ 1,245,000;
(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.)

C.H. Simpson

Typed or printed name of signee

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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:

Magna Carta Group, L.L.C.

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

Charles H. Simpson

(Name)

5437 Tivoli Terrace Drive

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

Destin

FL 32541

City/State/Zip

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)

Charles H. Simpson

Filing Fee: \$ 35 for Designation of Registered Agent

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TALLAHASSEE FLORIDA

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

THE MAGNA CARTA GROUP, L.L.C.

Domiciled at BATON ROUGE, LOUISIANA,

Were filed in this Office and a Certificate of Organization
was issued on October 19, 1994,

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 28, 1999

Jox McKeithen

CVI 34476247K

Secretary of State

