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FREISEM, MACON, SWANN & MALONE, LLP

ATTORNEYS AT LAW

MONTEITH COMMONS

2905 PIEDMONT ROAD, N. E.

ATLANTA, GEORGIA 30305-2755

TELEPHONE: (404) 266-2873

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February 25, 1999

complete Aff.

00789-01111 - 00734 - 00676 - 00524 - 00671

1188.75

W99-5725

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

RE: Plaza Management, LLC

Dear Sir/Madam:

800002790478--0
-05/17/99--01090--005
***1188.75 ***1188.75

800002790478--0
-03/01/99--01101--013
****285.00 ****285.00

Enclosed for processing please find the following documents in connection with the referenced LLC:

1. Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida;
2. Certificate of Designation of Registered Agent/Registered Office;
3. Affidavit of Membership and Contributions of Foreign Limited Liability Company;
4. Original Certificate of Existence from the Georgia Secretary of State; and
5. This firm's check in the amount of \$285.00 representing the requisite filing fee and registered agent designation fee.

We await receipt of your letter of acknowledgement following registration. If you should have any questions in this matter, please do not hesitate to contact us.

Name Availability	<i>[Signature]</i>
Document Examiner	
Updater	
Classifier	
Verifier	
Acknowledgement	
Verifyer	

Sincerely,

Cynthia Hunnicutt

Cynthia Hunnicutt
Paralegal

/ch
Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAY 17 AM 8:31



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

March 10, 1999

CYNTHIA HUNNICUTT
FREISEM, MACON, SWANN & MALONE, LLPC
2905 PIEDMONT RD. NE, MONTEITH COMMONS
ATLANTA, GA 30305-2755

SUBJECT: PLAZA MANAGEMENT, LLC
Ref. Number: W99000005725

We have received your document for PLAZA MANAGEMENT, LLC and your check(s) totaling \$285.00. 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."

Pursuant to section 607.1502(4), 617.1502(4) or 608.502(4), Florida Statutes, this office collects a civil penalty of \$1000 for each year this entity transacted business or conducted its affairs in Florida prior to qualification and the appropriate annual report fees that would have been due this office had the entity qualified the year it began operations in this state. The amount due this office to cover both annual report and penalty fees is \$1,188.75.

There is a balance due of \$1188.75.

1,188.75,

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) 487-6967.

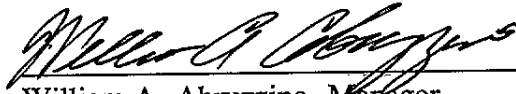
Michelle Hodges
Document Specialist

Letter Number: 199A00011195


RESOLUTION
OF
PLAZA MANAGEMENT, LLC

RESOLVED THAT the Manager of Plaza Management, LLC ("LCC") is hereby authorized to adopt an alternate name to be used by the LLC to conduct business in the State of Florida, and under its seal or otherwise, to execute any and all documents necessary to effect registration of the LLC to conduct business in the State of Florida, and to take from time to time any other actions deemed necessary or desirable by such officer to effect the transactions contemplated hereby, upon terms and conditions which such member shall in his discretion deem appropriate. The alternate name shall be Georgia Plaza, LLC.

RESOLVED THAT any and all other actions heretofore taken by any member of the LLC to execute and deliver any of the documents authorized by the foregoing resolution, or to take any of the actions authorized by the foregoing resolutions are hereby approved, ratified, and confirmed in all respects.

 (SEAL)
William A. Abruzzino, Manager

Read and Approved:


Rebecca A. Abruzzino, Member

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAY 17 AM 8:31

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 TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. PLAZA MANAGEMENT, 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. GA 3. 59-3542258
(Jurisdiction under the law of which foreign limited liability (FEI number, if applicable)
company is organized)

4. October 14, 1998
(Date of Organization)

5. 50 years
(Duration: Year limited liability company will cease to exist or "perpetual")

6. October 14, 1998
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 317.155, F.S.)

7. 995 S.R. 434 North, Suite 204
Altamonte Springs, FL 32714
(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:
William A. Abruzzino	MGRM	Rebecca A. Abruzzino	MGRM
The Concorde 2870 Pharr Ct. South NW		The Concorde 2870 Pharr Ct. South NW	
Atlanta, GA 30305		Atlanta, GA 30305	

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

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.)

Secretary of State

Corporations Division

315 West Tower

2 Martin Luther King, Jr. Dr.

Atlanta, Georgia 30334-1530

DOCKET NUMBER : K90470482
CONTROL NUMBER : K838049
DATE INC/AUTH/FILED : 10/14/1998
JURISDICTION : GEORGIA
PRINT DATE : 02/16/1999
FORM NUMBER : 211

CYNTHIA HUNNICUTT
2905 PIEDMONT ROAD N E
ATLANTA GA 30305

CERTIFICATE OF EXISTENCE

I, Cathy Cox, the Secretary of State of the State of Georgia, do hereby certify under the seal of my office that


**PLAZA MANAGEMENT, L.L.C.
A GEORGIA LIMITED LIABILITY COMPANY**

was formed in the jurisdiction stated above or was authorized to transact business in Georgia on the above date. Said entity is in compliance with the applicable filing and annual registration provisions of Title 14 of the Official Code of Georgia Annotated and has not filed articles of dissolution, certificate of cancellation, or any other similar document with the office of the Secretary of State.

This certificate relates only to the legal existence of the above-named entity as of the date issued. It does not certify whether or not a notice of intent to dissolve, an application for withdrawal, a statement of commencement of winding up, or any other similar document has been filed or is pending with the Secretary of State.

This certificate is issued pursuant to Title 14 of the Official Code of Georgia Annotated and is prima-facie evidence that said entity is in existence or is authorized to transact business in this state.




CATHY COX
SECRETARY OF STATE

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

The undersigned member or authorized representative of a member of _____
PLAZA MANAGEMENT, 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 \$ 1,000.00 ;
- 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 \$ 1,000.00 .
(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.)

William A. Abruzzino

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:

PLAZA MANAGEMENT, LLC

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

William A. Abruzzino

(Name)

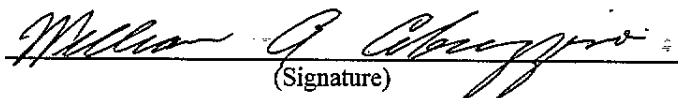
995 S.R. 434 North, Suite 204

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

Altamonte Springs, FL 32714

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)

Filing Fee: \$ 35 for Designation of Registered Agent