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VERO BEACH, FLORIDA 32963

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PLEASE REPLY TO:

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April 20, 1999

*MASTER OF LAWS IN ESTATE PLANNING

**BOARD CERTIFIED REAL ESTATE LAWYER

***MASTER OF LAWS IN REAL PROPERTY DEVELOPMENT

Qualification/Registration Sec.

Division of Corporations

P. O. Box 6327

Tallahassee, FL 32314

RE: HCMF Acquisitions II, L.C.

Dear Sir/Madam:

In order to have the above limited liability company registered in the State of Florida,
enclosed please find the following:

1. Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida;
2. Affidavit of Membership and Contributions of Foreign Limited Liability Company;
3. Original Certificate of Existence from the Commonwealth of Virginia;
4. Certificate of Designation of Registered Agent/Registered Office; and
5. This firm's trust account check in the amount of \$192.50 representing the filing fee, Affidavit of Membership fee and Contributions, Designation of Registered Agent fee and Certified Copy of Certificate of Status.

Please return the appropriate documents to this office upon completion of registration and filing.

Please contact me or my paralegal, Kathy Heckman, if you have any questions.

Very truly yours,

CALVIN B. BROWN
For the Firm

CBB/khh
enclosures

1999-1401

Name	CR-8
Availability	CR-8
Signature	CR-8
Date	CR-8
Printer	CR-8
Witness	CR-8
Notary	CR-8
Signature	CR-8
Date	CR-8



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

April 26, 1999

CALVIN B. BROWN
COLLINS, BROWN, CALDWELL, BARKETT
756 BEACHLAND BLVD.
VERO BEACH, FL 32963

SUBJECT: HCMF ACQUISITIONS, II, L.L.C.
Ref. Number: W99000009735

We have received your document for HCMF ACQUISITIONS, II, L.L.C. and check(s) totaling \$192.50. However, the document has not been filed and is being retained in this office for the following reason(s):

There is a balance due of \$92.50. Refer to the attached fee schedule for the breakdown of fees. Please return a copy of this letter to ensure your money is properly credited.

The fees for a limited liability company breakdown as follows: \$250 filing fee, \$35 for designation of registered agent, \$52.50 for an optional certified copy, and \$8.75 for an optional certificate of status.

If you have any questions concerning the filing of your document, please call (850) 487-6020.

Tammi Cline
Document Specialist

Letter Number: 399A00021870

FILED

09 SEP -7 AM 8:37

**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. HCMF ACQUISITIONS, II, 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. Virginia

3. 54-1869260

(Jurisdiction under the law of which foreign
company is organized)

(FEI number, if applicable)

4. 10-25-96

(Date of Organization)

5. Perpetual

(Duration: Year limited liability company
will cease to exist or "perpetual")

6. 4/1/99

(Date first transacted business in Florida. See Sections 608.501, 608.502 and 817.155, F.S.)

7. 1480 South Main Street

Blacksburg, VA 24060

(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:

NAME & ADDRESS:

William C. Cranwell
1480 S. Main Street
Blacksburg, VA 24060

TITLE:

Chairman/Manager

HCMF ACQUISITIONS II, L.C.

BY: 

William C. Cranwell,
Chairman/Manager

SEP - 7 AM 8:39

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

The undersigned member or authorized representative of a member of HCMF ACQUISITIONS, II, L.C. 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 \$100.00
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ -0-. A description of the property is attached and made a part hereto.
- 4) the total amount of cash or property anticipated to be contributed by member(s) is \$100.00. This total includes amounts from 2 and 3 above.



William C. Cranwell

WILLIAM C. CRANWELL I, L.P.

BY: 
General Partner

Sworn to and subscribed before me this 15th day of April, 1999, by
WILLIAM C. CRANWELL, who presented _____ as identification or who
is personally known to me.

(NOTARY SEAL)



Notary Public
Print Name: VICKI L. ANDERSON
Commission Expiration: April 30, 2000
Commission No. _____

FILED

SEP - 7 AM 8:30

Sworn to and subscribed before me this 15th day of April, 1999, by
William C. (CRANWELL) as General Partner of WILLIAM C. CRANWELL I, L.P., who
presented _____ as identification or who is personally known to me.

(NOTARY SEAL)


Notary Public
Print Name: Vicki L. Anderson
Commission Expiration: April 30 2000
Commission No. _____

**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, organized under the laws of the State of Florida, 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: HCMF ACQUISITIONS, II, L.C.
2. The name and address of the registered agent and office is:

Calvin B. Brown, Esq.
Collins, Brown, Caldwell,
Barkett & Garavaglia, Chartered
756 Beachland Boulevard
Vero Beach, Florida 32963

Having been named as registered agent and to accept service of process for the above stated corporation 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.

Date: 4/20/99


Calvin B. Brown

FILED

SEP -7 AM 10:30

Commonwealth of Virginia



State Corporation Commission

I Certify the Following from the Records of the Commission:

a Virginia Limited Liability Company certificate was filed in this office on October 25, 1996 by HCMF ACQUISITIONS, II, L.C..

a certificate of cancellation has not been filed in this office by HCMF ACQUISITIONS, II, L.C..

Nothing more is hereby certified.



Signed and Sealed at Richmond
on this Date: March 29, 1999

Joel H. Beck

Clerk of the Commission