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FOREIGN PROFIT QUALIFICATION

Young Williams, P.C.

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DIVISION OF CORPORATIONS

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APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. Young Williams, P.C.
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Mississippi 3. 640847009
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. June 13, 1994 5. perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. Upon qualification
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 210 East Capital Street, Suite 2000, Jackson, MS 39201
(Principal office address)

P.O. Box 23458, Jackson, MS 39225
(Current mailing address)

8. legal services
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)

Name: CT Corporation System

Office Address: 1200 South Pine Island Road

Plantation, Florida 33324
(City) (Zip code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

CT Corporation System

By: *Carrie Buz*

(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and business addresses of officers and/or directors:

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A. DIRECTORS

Chairman: Robert L. Wells

Address: 210 East Capitol Street, Suite 2000
Jackson, MS 39201

Vice Chairman: _____

Address: _____

Director: E. Stephen Williams

Address: 210 East Capitol Street, Suite 2000
Jackson, MS 39201

Director: Don H. Goode

Address: 210 East Capitol Street, Suite 2000
Jackson, MS 39201

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B. OFFICERS

President: Robert L. Wells

Address: 210 East Capitol Street, Suite 2000
Jackson, MS 39201

Vice President: _____

Address: _____

Secretary: Don H. Goode

Address: 210 East Capitol Street, Suite 2000, Jackson, MS 39201

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. *Don H. Goode*
(Signature of Director or Officer listed in number 12 of the application)

14. Don H. Goode, Secretary
(Typed or printed name and capacity of person signing application)

State of Mississippi

Office of the Secretary of State

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 corporate records, required by the laws of Mississippi, to be filed in my office, do hereby certify:

That on June 13, 1994, the State of Mississippi issued a Charter/Certificate of Authority to:

YOUNG WILLIAMS, P.C.

That the state of incorporation is MISSISSIPPI.

That the period of duration is 99 years.

That according to the records of this office, Articles of Dissolution or a Certificate of Withdrawal have not been filed.

That according to the records of this office, a current Annual Report has been delivered to the Office of the Secretary of State.

I further certify that all fees, taxes and penalties owed to this state, as reflected in the records of the Secretary of State, have been paid and that the corporation is in existence or has authority to transact business in Mississippi.



Given under my hand
and seal of office
April 14, 2004

ERIC CLARK
Secretary of State