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From:

Account Name : C T CORPORATION SYSTEM
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STATE OF FLORIDA
TALLAHASSEE, FLORIDA

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FOREIGN PROFIT QUALIFICATION

Ryan & Company, Inc.

Certificate of Status	0
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Page Count	05
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Handwritten signature and date: 2-17-05

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. Ryan & Company, Inc. (Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

Ryan & Company State and Local Tax Advisors, Inc. (If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Delaware 3. 75-2411641 (State or country under the law of which it is incorporated) (FEI number, if applicable)

4. October 22, 1998 5. Perpetual (Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. February 8, 2005 (Date first transacted business in Florida, if prior to registration) (SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 100 North Tampa Street, Suite #2050, Tampa, FL 33602 (Principal office address)

100 North Tampa Street, Suite #2050, Tampa, FL 33602 (Current mailing address)

8. Tax Consulting (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 NOT acceptable)

Name: CT Corporation System

Office Address: 1200 South Pine Island Road

Plantation, Florida 33324 (City) (Zip code)

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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.

By: [Signature] CT Corporation System (Registered agent's signature) Jennifer F. Aultman, Assistant Secretary

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:

A. DIRECTORS

Chairman: G. Brint Ryan
Address: 13155 Noel Road, 12th Floor, LB 72
Dallas, TX 75240

Vice Chairman: _____
Address: _____

Director: Gerald L. Ridgely, Jr.
Address: 13155 Noel Road, 12th Floor, LB 72
Dallas, TX 75240

Director: John Sharp
Address: 100 Congress, Suite 1900
Austin, TX 78701

B. OFFICERS

President: G. Brint Ryan
Address: 13155 Noel Road, 12th Floor, LB 72
Dallas, TX 75240

Vice President: Richard H. Thompson
Address: 13155 Noel Road, 12th Floor, LB 72
Dallas, TX 75240

Secretary: James M. Trester
Address: 13155 Noel Road, 12th Floor, LB 72, Dallas, TX 75240

Treasurer: Gerald L. Ridgely, Jr.
Address: 13155 Noel Road, 12th Floor, LB 72, Dallas, TX 75240
(SEE ATTACHED ADDITIONS)

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

13. Tony G. Mills
(Signature of Director or Officer listed in number 12 of the application)
14. Tony G. Mills, Executive Vice President, General Counsel and Assistant Secretary
(Typed or printed name and capacity of person signing application)

Ryan & Company, Inc.

B. OFFICERS

Vice President: Tony G. Mills, Executive Vice President, General Counsel and Assistant Secretary

Address: 3414 Peachtree Road, N.E., Suite 950, Atlanta, GA 30326

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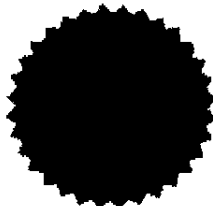
PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "RYAN & COMPANY, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SIXTEENTH DAY OF FEBRUARY, A.D. 2005.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.



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Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3688258

DATE: 02-16-05