

Document Number Only

F95000001543

RECEIVED
95 MAR 30 AM 11:36
DIVISION OF CORPORATIONS

C T CORPORATION SYSTEM

Requestor's Name
1311 Executive Center Drive, Ste. 200

Address
Tallahassee, FL 32301 (904) 656-8298

City State Zip Phone

CORPORATION(S) NAME

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 MAR 30 PM 3:30

Member Services Corporation
FILED 01444007
-03/31/95--01052--013
***78.88 ***70.00

- Profit
- NonProfit
- Amendment
- Merger
- Foreign
- Dissolution/Withdrawal
- Mark
- Limited Partnership
- Annual Report
- Other
- Reinstatement
- Reservation
- Change of R.A.
- Certified Copy
- Photo Copies
- Fictitious Name
- CUS / G/S
- Call When Ready
- Call if Problem
- After 4:30
- Walk In
- Will Wait
- Pick Up
- Mail Out

Name
Availability
Document Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

3:00
3/30/95

PLEASE RETURN EXTRA COPY(S)
FILE STAMPED

file 2nd

**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. Member Services Corporation
(Name of corporation: must include the word "INCORPORATED," "COMPANY," or "CORPORATION" or words or abbreviations of like import in language, as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. Georgia
(State or country under the law of which it is incorporated)

3. 1/19/93 4. Perpetual
(Date of Incorporation) (Duration)

5. 58-2058274
(Federal Employer Identification number, if applicable)

6. Upon Qualification
(Date first transacted business in Florida. See sections 607.1501, 607.1502, and 607.1505, F.S.)

7. 74 Perimeter Center East, Suite 7400, Atlanta, GA 30346
(Current mailing address)

8. Equipment Leasing
(Brief description of the nature of the business in which it is engaged in the state of Florida)

9. Names and street addresses of officers and or directors:

A. Directors:

Chairman: "SEE ATTACHED"

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

FILED
SECRETARY OF
STATE
DIVISION OF
CORPORATIONS
JAN 30 PM 30

9. Officers:

President: _____

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

(if needed, you may attach an addendum to the application listing additional officers and/or directors.) See Attached.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 MAR 30 PM 3:30

10. Name and Street address of Florida registered agent:

Name: C T Corporation System

Office Address: c/o C T Corporation System, 1200 South Pine Island Road
Plantation, Florida 33324

Zip Code

11. 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.

Registered agent's signature: _____

C T Corporation System

(Officer)

Robert D. Fischer, Asst. Secy.

(Typed Name and Title of Officer)

12. 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.

13. Roger J. Calhoun

(Signature of Chairman, Vice Chairman, or any officer listed in number 9 of the application)

14. Roger J. Calhoun - Treasurer

(Name and capacity of person signing application)

**Member Services Corporation
f/k/a National Capital Corp.**

Directors

Roger J. Calhoun
4399 Chattahoochee Court
Marietta, Georgia 30067

Roy B. Burnette
5731 Rebel Trail
Atlanta, Georgia 30327

Robert J. Larkin, Jr.
4784 LaFayette Court
Atlanta, Georgia 30327

Charles L. Dixon
1852 Lanett Court
Roswell, Georgia 30075

Robert J. Slifka, Chairman of the Board
Loan Guarantee Investment Corporation
30 Waterside Drive
Farmington, Connecticut 06032

Officers

Roger J. Calhoun - Vice President/Treasurer
Secretary
4399 Chattahoochee Court
Marietta, Georgia 30067

Robert J. Larkin, Jr., President
4784 LaFayette Court
Atlanta, Georgia 30327

Charles L. Dixon - Chief Executive Officer
1852 Lanett Court
Roswell, Georgia 30075

M. Suellen Henderson - Assistant Secretary
732 N. Parkwood Road
Decatur, Georgia 30030

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 MAR 30 PM 9:30

Secretary of State
Business Services and Regulation

Suite 315, West Tower
2 Martin Luther King, Jr. Dr.
Atlanta, Georgia 30334-1530

DOCKET NUMBER : 950730410
CONTROL NUMBER : 9303561
DATE INC/AUTH/FILED : 01/19/1993
JURISDICTION : GEORGIA
PRINT DATE : 03/14/1995
FORM NUMBER : 0211

CT CORPORATION SYSTEM
JO ANN HODSON
1201 PEACHTREE ST, NE
ATLANTA, GA 30361

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 MAR 30 PM 3:30

CERTIFICATE OF EXISTENCE

I, **MAX CLELAND**, Secretary of State of the State of Georgia, hereby certify under the seal of my office that

MEMBER SERVICES CORPORATION
A DOMESTIC PROFIT CORPORATION

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.



Max Cleland
MAX CLELAND
SECRETARY OF STATE

Verley J. Spivey
VERLEY J. SPIVEY
DEPUTY SECRETARY OF STATE

SECURITIES
656-2894

CEMETERIES
656-3079

CORPORATIONS
656-2817

CORPORATIONS HOT-LINE
404-656-2222
Outside Metro-Atlanta