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**F96000004524**

C T CORPORATION SYSTEM

Requestor's Name  
 660 East Jefferson Street

Address  
 Tallahassee, Florida 32301

City State Zip Phone

**CORPORATION(S) NAME**

500001988365  
 -09/04796--01089--014  
 \*\*\*\*\*70.00 \*\*\*\*\*70.00

*USI Investments, Inc*

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 DIVISION OF CORPORATIONS

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION  
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. USI Investments, Inc.  
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "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. Delaware 3. Applied for  
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. June 10, 1996 5. Perpetual  
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. September 6, 1996 (anticipated)  
(Date first transacted business in Florida. (See sections 607.1501, 607.1502 and 817.156, F.S.))
7. c/o BV Capital Markets, Inc., 575 Fifth Avenue, 17th Floor, New York, NY 10017

(Current mailing address)

8. Real Estate Investment  
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)
9. 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)

10. Registered agent 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.*

C T CORPORATION SYSTEM

Connie Bryan

(Registered agent's signature) (Officer)

**CONNIE BRYAN**

SPECIAL ASSISTANT ACCEPTED

(Type Name and Title of Officer)

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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 addresses of officers and/or directors:

A. DIRECTORS

Chairman: Dietmar Goerg

Address: 575 Fifth Avenue, 17th Floor, New York, NY 10017

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Director: Jean-Bernard Wurm

Address: 575 Fifth Avenue, 17th Floor, New York, NY 10017

Director: Achim Dombrowski

Address: Alter Wall 22, 20457 Hamburg, Federal Republic of Germany

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B. OFFICERS

President: Dietmar Goerg

Address: 575 Fifth Avenue, 17th Floor, New York, NY 10017

Vice President: Jean-Bernard Wurm

Address: 575 Fifth Avenue, 17th Floor, New York, NY 10017


Secretary: Achim Dombrowski

Address: Alter Wall 22, 20457 Hamburg, Federal Republic of Germany

Treasurer: Jean-Bernard Worm

Address: 575 Fifth Avenue, 17th Floor, New York, NY 10017

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

13.   
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. J. Groor Cummings, Jr., Assistant Secretary  
(Typed or printed name and capacity of person signing application)

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ADDENDUM

12. Names and Addresses of Officers (continued)

ASSISTANT SECRETARY: J. Greer Cummings, Jr.  
ADDRESS: 414 Union Street, Suite 1600, Nashville, TN 37219

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State of Delaware  
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "USI INVESTMENTS, 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 THIRTIETH DAY OF AUGUST, A.D. 1996.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

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*Edward J. Freel*  
Secretary of State

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