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F96000006859

CT CORPORATION SYSTEM

Requestor's Name
660 East Jefferson Street
Address
Tallahassee, FL 32301 222-1092
City State Zip Phone

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-12/30/96--01042--001
*****70.00 *****70.00

CORPORATION(S) NAME

_____ Parkway Capital, Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Note: See back of check.

DIVISION OF CORPORATION
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**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. PARKWAY CAPITOL, 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. Mississippi
(State or country under the law of which it is incorporated)

3. 64-0878733
(FEI number, if applicable)

4. June 27, 1996
(Date of incorporation)

5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")

6. Nov. 2000
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 617.150, F.S.))

7. 188 E. Capitol St., Suite 300, Jackson, Mississippi 39201
(Current mailing address)

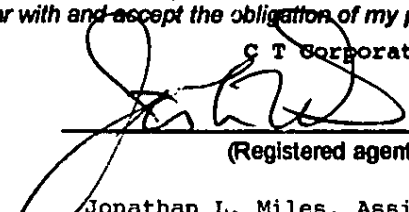
8. Commercial Real Estate.
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

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 obligation of my position as registered agent.

C T Corporation System

(Registered agent's signature) (Officer)
Jonathan L. Miles, Assistant Secretary
(Type Name and Title of Officer)

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TALLAHASSEE, FLORIDA

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: Leland R. Speed

Address: 188 E. Capitol St., Suite 300
Jackson, Mississippi 39201

Vice Chairman: _____

Address: _____

Director: Steven G. Rogers

Address: 188 E. Capitol St., Suite 300
Jackson, Mississippi 39201

Director: Sarah P. Clark

Address: 188 E. Capitol St., Suite 300
Jackson, Mississippi 39201

B. OFFICERS

President: See attached list of officers

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Treasurer: _____

Address: _____

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

13.

David R. Fowler

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

14.

David R. Fowler, Vice President

(Typed or printed name and capacity of person signing application)

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TALLAHASSEE, FLORIDA

Appendix to Florida
Application by Fgn. Corp. for Authorization to Transact Business in Florida

**Officers of
PARKWAY CAPITOL, INC.**

1. Loland R. Speed, Chairman and Chief Executive Officer
188 E. Capitol St., Suite 300
Jackson, Mississippi 39201
2. Steven G. Rogers, President
188 E. Capitol St., Suite 300
Jackson, Mississippi 39201
3. Sarah P. Clark, Chief Financial Officer, Secretary/Vice President
188 E. Capitol St., Suite 300
Jackson, Mississippi 39201
4. David Fowler, Vice President
188 E. Capitol St., Suite 300
Jackson, Mississippi 39201
5. James M. Ingram, Vice President
188 E. Capitol St., Suite 300
Jackson, Mississippi 39201

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TALLAHASSEE, FLORIDA

STATE OF MISSISSIPPI

SECRETARY OF STATE'S OFFICE

ERIC CLARK

SECRETARY OF STATE
JACKSON, MISSISSIPPI

CERTIFICATE OF EXISTENCE/AUTHORITY

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 27, 1996 the state of Mississippi issued a Charter/Certificate of Authority to:

PARKWAY CAPITOL, INC.

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 SECRETARY OF STATE'S OFFICE.

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
December 26, 1996.

Eric Clark

ERIC CLARK
Secretary of State



96-12-30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

F96000006859

CT CORPORATION SYSTEM

906 Olive Street
St. Louis, MO 63101
Tel. 314 231 8380
Fax 314 231 6454

March 12, 1997

Secretary of State
Corporate Records Bureau
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

200002115972--6
-03/18/97--01041--018
*****35.00 *****35.00

Re: **PARKWAY CAPITOL, INC.**
(MS Domestic) Order #: 798013

Counsel: Nikol Lombard
Forman, Perry, Watkins & Krutz
188 East Capitol Street
Jackson, MS. 39225-2608

Gentlemen:

As requested by counsel, we enclose for filing withdrawal documents on behalf of this corporation, together with funds in payment of the required fees.

Evidence of the filing should be returned to this office by regular mail.

If you have any questions or if for any reason the filing cannot be effected promptly, please notify this office of the details by calling our toll-free number: 1-800-325-2671.

Very truly yours,


Shannon P. Kister
Associate Customer Specialist

enc.

SH 3/19

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPLICATION BY FOREIGN CORPORATION FOR WITHDRAWAL OF AUTHORITY TO TRANSACT BUSINESS OR CONDUCT AFFAIRS IN FLORIDA

PARKWAY CAPITOL, INC.
(Name of Corporation)

Mississippi
(Incorporated Under Laws Of)

This corporation is no longer transacting business or conducting affairs within the State of Florida and hereby voluntarily surrenders its authority to transact business or conduct affairs in Florida.

This corporation revokes the authority of its registered agent in Florida to accept service on its behalf and appoints the Department of State as its agent for service of process based on a cause of action arising during the time it was authorized to transact business or conduct affairs in Florida.

The following is a current mailing address to which the Department of State may mail a copy of any process against this corporation that may be served on the Department.

188 E. Capitol Street Ste. 300
(Mailing Address)

Jackson, Mississippi 39201
(City - State - Zip)

The corporation agrees to notify the Department of State in the future of any change in its mailing address.

Steven G. Rogers Signature

3-10-97 Date

Steven G. Rogers
Typed or printed name

President
Title

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