

M 98000001610

MORRIS, MANNING & MARTIN

A LIMITED LIABILITY PARTNERSHIP

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CHRISTINE E. VOGT
PARALEGAL

December 18, 1998

VIA FEDERAL EXPRESS

Secretary of State
409 E. Gaines St.
Tallahassee, FL 32399

500002720015--8
-12/22/98--01094--028
***2680.00 ***2680.00

Re: Primary Capital Advisors, LC

Dear Sir/Madam:

Enclosed please find the following documents necessary to qualify Primary Capital Advisors, LC in the State of Florida:

- Application for Certificate of Authority.
- Affidavit of Membership and Contributions of Foreign Limited Liability Company.
- Certificate of Designation of Registered Agent/Registered Office.
- Certificate of Existence from the Georgia Secretary of State.
- A check totaling \$2,680.00 to cover the \$285 filing fee as well as the \$ 2,395.00 penalty/late registration fee for doing business since June of 1996.

Please file this registration on an expedited basis and return the evidence of filing to my attention via the enclosed Federal Express envelope. Please contact me at 404-504-7617 if there is any reason this registration cannot be filed immediately.

FF \$285.⁰⁰
PF 2,395.⁰⁰

MORRIS, MANNING & MARTIN
A LIMITED LIABILITY PARTNERSHIP

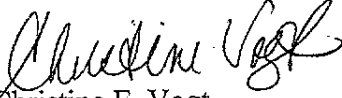
December 18, 1998

Page 2

Thank you for your assistance.

Very truly yours,

MORRIS, MANNING & MARTIN, L.L.P.


Christine E. Vogt
Paralegal

:cev

Enclosures

cc: James W. Harris, Esq.
William B. Pendleton
M. Keith Jones

FILED
98 DEC 22 AM 10:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO TRANSACTION BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACTION BUSINESS IN THE STATE OF FLORIDA:

1. Primary Capital Advisors LC
(Name of foreign limited liability company must end with the words "limited company" or their abbreviation "L.C." if not so contained in the name at present.)
2. Georgia
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 58-2119340
(FEI number, if applicable)
4. July 19, 1994
(Date of Organization)
5. 2015
(Duration: Year limited liability company will cease to exist or "perpetual")
6. June 1996
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. _____
2060 Mt. Paran Road, Suite 101, Atlanta, GA 30327
(Street address of principal office)

8. List name, title, and business address of each managing member[MGRM] or manager[MGR] who will manage the foreign limited liability company in Florida: (attach additional page if necessary)

NAME & ADDRESS:	TITLE:	NAME & ADDRESS:	TITLE:
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<u>William B. Pendleton</u>	<u>Manager & President</u>		
<u>c/o Primary Capital</u>			
<u>Advisors LC</u>			
<u>2060 Mt. Paran Rd.</u>			
<u>Suite 101</u>			
<u>Atlanta, GA 30327</u>			

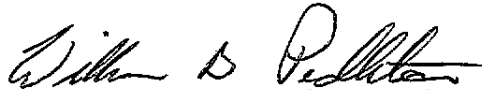
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 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

9. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the Secretary of State or the proper official having custody of records in the state under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN LIMITED LIABILITY COMPANY

The undersigned member or authorized representative of a member of PRIMARY CAPITAL
ADVISORS LC certifies:

- 1) the above named limited liability company has at least one member;
- 2) the total amount of cash contributed by the member(s) is \$ 700,000.;
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ 0;
(A description of the property is attached and made a part hereto.)
and
- 4) the total amount of cash and property contributed and anticipated to be contributed
by member(s) is \$ 700,000.;
(This total includes amounts from 2 and 3 above.)



Signature of a member or an authorized representative of a member.
(In accordance with section 608.408(3), Florida Statutes, the execution of this
affidavit constitutes an affirmation under the penalties of perjury that the facts
stated herein are true.)

FILED
98 DEC 22 AM 10:39
TALLAHASSEE, FLORIDA
STATE SECRETARY OF

William B. Pendleton

Typed or printed name of signee

Filing Fee: \$250.00 for Application and Affidavit

12-16-88 16:16

From-MORRISMANNINGMARTIN

4042330473

T-176 P.05/05 F-896

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES,
THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING
STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE
STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

PRIMARY CAPITAL ADVISORS LC

2. The name and the Florida street address of the registered agent and office are:

M. Keith Jones

(Name)

200 South Orange Avenue, Suite 1970

Florida street address (P.O. Box NOT ACCEPTABLE)

Orlando, FL 32801

City/State/Zip

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

M. Keith Jones

(Signature)

Filing Fee: \$ 35 for Designation of Registered Agent

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 DEC 22 AM 10:39

FILED

Secretary of State
Corporations Division
Suite 315, West Tower
2 Martin Luther King Jr. Dr.
Atlanta, Georgia 30334-1530

DOCKET NUMBER : 983450321
CONTROL NUMBER : 9418397
DATE INC/AUTH/FILED: 07/19/1994
JURISDICTION : GEORGIA
PRINT DATE : 12/11/1998
FORM NUMBER : 211

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MORRIS, MANNING & MARTIN, L.L.P.
SHERRY G. HURLEY
3343 PEACHTREE RD., STE. 1600
ATLANTA, GA 30326

CERTIFICATE OF EXISTENCE

I, Lewis A. Massey, the Secretary of State of the State of Georgia, do hereby certify under the seal of my office that

PRIMARY CAPITAL ADVISORS LC
A GEORGIA LIMITED LIABILITY COMPANY

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.



Lewis A. Massey

Lewis A. Massey
Secretary of State