

F99000005482
TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: TSG Technologies, Inc.
(Name of corporation - must include suffix)

200003018242--0
-10/19/99-01040-012
*****78.75 *****78.75

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Morris A. Bencini
(Name of Person)
TSG Water Resources, Inc.
(Firm/Company)
P.O. Box 15967
(Address)
Savannah, GA 31416
(City/State/Zip)

FILED
99 OCT 19 AM 10:57
TALLAHASSEE, FLORIDA

Should you need to call someone concerning this matter, please call:

Pam Kublin at (912) 921-7776, ext. 106
(Name of Person) (Area Code & Daytime Telephone Number)

STREET ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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Enclosed is a check for the following amount:

- \$70.00 Filing Fee
- \$78.75 Filing Fee & Certificate of Status
- \$78.75 Filing Fee & Certified Copy
- \$87.50 Filing Fee, Certificate of Status & Certified Copy

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. TSG Technologies, 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. Georgia 3. 58-2405387
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 7/30/98 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. January 1, 1999
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. P.O. Box 15967
Savannah, GA 31416
(Current mailing address)

8. Construction and management of water and wastewater systems
(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 or Mail Drop Box **NOT** acceptable)

Name: Dean E. Bedford

Office Address: 4445 SW 35th Terrace Suite 200
Gainesville, Florida, 32608
(Zip code)

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SECRETARIAT OF STATE
TALLAHASSEE, FLORIDA

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.

Dean Bedford
(Registered agent's signature)

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: (Street address ONLY - P.O. Box NOT acceptable)

A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: James D. Walker

Address: 7395 Hodgson Memorial Drive, Suite 220

Savannah, GA 31406

Vice Chairman: N/A

Address: _____

Director: Dean E. Bedford

Address: 4445 SW 35th Terrace, Suite 200

Gainesville, FL 32608

Director: Donald Mayer

Address: 7395 Hodgeson Memorial Drive, Suite 220

Savannah, GA 31406

B. OFFICERS (Street address only - P.O. Box NOT acceptable)

President: James D. Walker

Address: 7395 Hodgson Memorial Drive, Suite 220

Savannah, GA 31406

Vice President: Dean E. Bedford

Address: 4445 SW 35th Terrace, Suite 200

Gainesville, FL 32608

Secretary: Jonathan D. Sprague

Address: 7395 Hodgson Memorial Drive, Suite 220


Savannah, GA 31406

Treasurer: James D. Walker (President and Treasurer)

Address: 7395 Hodgson Memorial Drive, Suite 220

Savannah, GA 31406

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. Secretary, Jonathan D. Sprague

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

FILED
OCT 19 11:10:57
TSG TECHNOLOGIES, INC.

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

DOCKET NUMBER : K92810265
CONTROL NUMBER : K828593
DATE INC/AUTH/FILED: 07/30/1998
JURISDICTION : GEORGIA
PRINT DATE : 10/08/1999
FORM NUMBER : 211

TSG WATER RESOURCES, INC.
ATTN: MICHELLE
4445 SOUTHWEST 35 TERRACE
GAINESVILLE, FL 32608

CERTIFICATE OF EXISTENCE

I, Cathy Cox, the Secretary of State of the State of Georgia, do hereby certify under the seal of my office that

TSG TECHNOLOGIES, INC.
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.



A handwritten signature in black ink, appearing to read "Cathy Cox".

Cathy Cox
Secretary of State