

F 00000000 6533

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: TSG CAPITAL, INC.
(Name of corporation - must include suffix)

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:

JAMES D. WALKER
(Name of Person)
TSG CAPITAL, INC.
(Firm/Company)
P.O. BOX 15967
(Address)
SAVANNAH, GEORGIA 31419
(City/State and Zip code)

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-11/20/00--01014--002
\*\*\*\*\*87.50 \*\*\*\*\*87.50

For further information concerning this matter, please call:

Jon Sprague at ( 912 ) 921-7776 ext. 103
(Name of Person) (Area Code & Daytime Telephone Number)

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TALLAHASSEE, FLORIDA

STREET ADDRESS:
Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

mtc
11/27

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 CAPITAL, 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. STATE OF GEORGIA 3. 58-2431782
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. DECEMBER 17, 1998 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. UPON QUALIFICATION
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.") (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 7395 Hodgson Memorial Drive, Suite 220, Savannah, GA 31406
(Principal office address)
7395 Hodgson Memorial Drive, Suite 220, Savannah, GA 31406
(Current mailing address)

8. WATER AND WASTEWATER RESOURCES
(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
(City) (Zip code)

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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.

[Handwritten signature]
(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 business addresses of officers and/or directors:

A. DIRECTORS

Chairman: James D. Walker

Address: 7395 Hodgson Memorial Drive, Suite 220  
Savannah, Georgia 31406

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

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

Director: Jonathan D. Sprague

Address: 7395 Hodgson Memorial Drive, Suite 220  
Savannah, GA 31406

Director: \_\_\_\_\_

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

B. OFFICERS

President: James D. Walker

Address: 7395 Hodgson Memorial Drive, Suite 220  
Savannah, GA 31406

Vice President: Morris A. Bencini

Address: 7395 Hodgson Memorial Drive, Suite 220  
Savannah, GA 31406

Secretary: Jonathan D. Sprague

Address: 7395 Hodgson Memorial Drive, Suite 220, Savannah, GA 31406

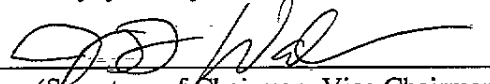
Treasurer: \_\_\_\_\_

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

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*\* ADDENDUM ATTACHED ADDING ADDITIONAL OFFICER*

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. James D. Walker - President and Chairman  
(Typed or printed name and capacity of person signing application)

**TSG Capital, Inc.**

**ADDENDUM TO THE APPLICATION LISTING ADDITIONAL OFFICERS**

**B. OFFICERS**

**Vice President: Dean E. Bedford  
4445 SW 35<sup>th</sup> Terrace  
Suite 200  
Gainesville, Florida 32608**

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

DOCKET NUMBER : 003190613  
CONTROL NUMBER : K900167  
DATE INC/AUTH/FILED: 12/17/1998  
JURISDICTION : GEORGIA  
PRINT DATE : 11/14/2000  
FORM NUMBER : 211

TSG WATER RESOURCES INC.  
MICHELLE IRWIN  
4445 SW 35TH TERRACE STE 200  
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 CAPITAL, 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.

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TALLAHASSEE, FLORIDA



Cathy Cox  
Secretary of State