

B02000000327

CT CORPORATION SYSTEM

CORPORATION(S) NAME

- 1. Southland Capital Management, Inc.
- 2. Southland Capital, L.P.

800008177368--3
 -10/03/02--01041--010
 *****87.50 *****87.50

- | | | |
|---------------------------------------------------------|-------------------------------------------------|---------------------------------------------|
| <input type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> Nonprofit | | |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| | <input type="checkbox"/> Reinstatement | |
| <input checked="" type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> LLC | <input type="checkbox"/> Name Registration | <input type="checkbox"/> Change of RA |
| | <input type="checkbox"/> Fictitious Name | <input type="checkbox"/> UCC |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Photocopies | <input type="checkbox"/> CUS |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out | | |

10/3

Name _____ 10/3/02 _____
 Availability _____
 Document _____
 Examiner _____
 Updater _____
 Verifier _____
 W.P. Verifier _____

File 2nd

Please call if money is wrong.

Order#: 5621818
 Ref#: _____
 Amount: \$ _____

RECEIVED
 02 OCT -3 AM 11:20
 FILED
 SECRETARY OF STATE
 DIVISION OF CORPORATIONS
 02 OCT -3 PM 1:54

660 East Jefferson Street
 Tallahassee, FL 32301
 Tel. 850 222 1092
 Fax 850 222 7615

Florida Department of State, Sandra B. Mortham, Secretary of State

APPLICATION BY FOREIGN LIMITED PARTNERSHIP FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

1. Southland Capital, L.P. (Name of limited partnership as it is in the home state)

2. (If name is unavailable, name under which the limited partnership proposes to register or transact business in Florida; must contain the word "LIMITED" or "LTD.")

3. Alabama (State of Formation) 4. 05/24/99 (Date of Formation)

5. C T Corporation System (Name of Registered Agent for Service of Process)

6. c/o C T Corporation System, 1200 South Pine Island Road (Street Address of Registered Office)

Plantation (City), Florida 33324 (Zip Code)

7. Acceptance by the Registered Agent for Service of Process:

C T Corporation System Dale W. Morris (Agent must sign on this line) DALE W. MORRIS ASSISTANT VICE PRESIDENT

8. 50 Midtown Park East Mobile, Alabama 36606

(Address of registered office required in state of formation or, if not required, address of principal office.)

9. NAMES OF GENERAL PARTNERS STREET ADDRESS

Southland Capital Management, Inc. 50 Midtown Park East Mobile, Alabama 36606

10. 50 Midtown Park East Mobile, Alabama 36606 (Office where Names, Addresses and Contributions of Limited Partners are kept.)

11. The limited partnership will undertake to keep the records listing the addresses and capital contributions of the limited partner or limited partners until the limited partnership's registration in Florida is canceled or withdrawn.

CONTINUED

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12. 50 Midtown Park East Mobile, Alabama 36606

(Mailing Address of Limited Partnership)

Under penalties of perjury I, being duly sworn, declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

This 25th day of September, 2002

Southernland Capital Management, Inc.
By: Joseph P. Jones, Jr.
General Partner

STATE OF ALABAMA

COUNTY OF MOBILE

On this 27th day of September, 2002

Joseph P. Jones, Jr. personally appeared before me,

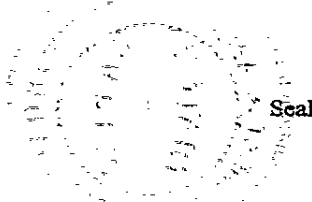
who is personally known to me

whose identity I proved on the basis of _____

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DIVISION OF CORPORATIONS
02 OCT -3 PM 1:54

Lisa D. Tanner
(Notary Public Signature)

Lisa D. Tanner
(Notary's Printed Name)



Seal

My Commission Expires: 8/17/03

AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR FOREIGN LIMITED PARTNERSHIP

BEFORE ME the undersigned personally appeared Southernland Capital Management, Inc., a general partner of Southernland Capital, L.P., a (an) Alabama limited partnership, hereinafter referred to as the "Partnership", who certifies as follows:

1. The amount of capital contributions of the limited partners is \$ 2000⁰⁰.
2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is \$ 200⁰⁰.

Under the penalties of perjury I, being duly sworn, declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

This 25th day of September, 2002.

Southernland Capital Management, Inc.
By: Joseph P. Jones, Jr., Pres.
General Partner

STATE OF Alabama

COUNTY OF Mobile

On this 27th day of September, 2002

Joseph P. Jones, Jr., personally appeared before me,

- who is personally known to me
- whose identity I proved on the basis of _____

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 OCT -3 PM 1:54

Lisa D. Tanner
(Notary Public Signature)

Lisa D. Tanner
(Notary's Printed Name)

Seal

My Commission Expires: 8/17/03