



THE UNITED STATES
CORPORATION
COMPANY

B97000000652

ACCOUNT NO. : 072100000032

REFERENCE : 620396 4810936

AUTHORIZATION :

COST LIMIT : \$ 306.25

ORDER DATE : December 3, 1997

ORDER TIME : 2:22 PM

ORDER NO. : 620396-005

CUSTOMER NO: 4810936

CUSTOMER: Dorothy Dowell, Legal Asst
King & Spalding
191 Peachtree St.
49th Floor
Atlanta, GA 30303-1763

FOREIGN FILINGS

NAME: BRANCH CAPITAL PARTNERS, L.P.

FILE SECOND

XXXX QUALIFICATION (TYPE: LP)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
XX PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

RECEIVED
97 DEC -4 PM 3:34
DEPARTMENT OF STATE
BUREAU OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED
97 DEC -4 PM 3:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BK
12/4/97



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

December 5, 1997

DEBORAH SCHRODER
CSC NETWORKS
TALLAHASSEE, FL

SUBJECT: BRANCH CAPITAL PARTNERS, L.P.
Ref. Number: W97000027192

We have received your document for BRANCH CAPITAL PARTNERS, L.P. and the authorization to debit your account in the amount of \$306.25. However, the document has not been filed and is being returned for the following:

The Registered Agent -- Jon C. Yergler -- MUST SIGN the acceptance statement in Item 7.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6914.

Buck Kohr
Corporate Specialist

Letter Number: 797A00057475

FILED
97 DEC -4 PM 3:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
SUBMIT
Please give original
submission date as file date

RECEIVED
97 DEC -5 PM 3:02
DIVISION OF CORPORATION

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

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

1. Branch Capital Partners, L.P.
(Name of limited partnership as it is in the home state)
2. Branch Capital Partners Limited Partnership
(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. Georgia 4. Dec. 2, 1997
(State of Formation) (Date of Formation)
5. Jon C. Yergler
(Name of Registered Agent for Service of Process)
c/o Lowndes Drosdick Kantor & Reed, P.A.,
6. 215 North Eola Drive
(Street Address of Registered Office)
Orlando, Florida 32802
(City) (Zip Code)
7. Acceptance by the Registered Agent for Service of Process.
Jon C. Yergler
(Agent must sign on this line)
8. Suite 1630, 400 Colony Square, 1201 Peachtree St., N.E., Atlanta, GA 30361
(Address of registered office required in state of formation or, if not required, address of principal office.)
9. NAMES OF GENERAL PARTNERS STREET ADDRESS
- | | |
|--------------------------------------|---------------------------------|
| <u>Branch Managing Partners, LLC</u> | <u>Suite 1630</u> |
| <u>M97000000818</u> | <u>400 Colony Square</u> |
| | <u>1201 Peachtree St., N.E.</u> |
| | <u>Atlanta, Georgia 30361</u> |
10. Suite 1630, 400 Colony Square, 1201 Peachtree St., N.E., Atlanta, GA 30361
(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 cancelled or withdrawn.

12. Suite 1630, 400 Colony Square, 1201 Peachtree St., N.E., Atlanta, GA 30361

(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 2nd Day of December 1997

General Partner: Branch Managing Partners, LLC

By: Richard H. Lee

Richard H. Lee
Managing Member

STATE OF GEORGIA

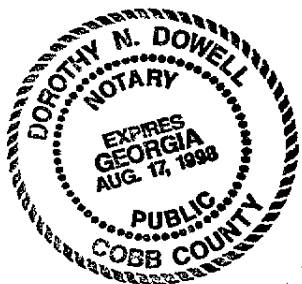
COUNTY OF FULTON

On this 2nd day of December, 19 97, Richard H. Lee

personally appeared before me,

☒ who is personally known to me

☐ whose identity I proved on the basis of _____



Seal

D. N. Dowell
(Notary Public Signature)

Dorothy N. Dowell
(Notary's Printed Name)

My Commission Expires: _____

**AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR FOREIGN LIMITED
PARTNERSHIP**

Richard H. Lee, Managing Member of
BEFORE ME the undersigned personally appeared Branch Managing Partners, LLC
Branch Capital
a general partner of Partners, L.P., *a* (an) Georgia *limited partnership,*
hereinafter referred to as the "Partnership", who certifies as follows:

1. The amount of capital contributions of the limited partners is \$46,500.00.
2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is \$ 30,000.00.

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 2nd day of December, 19 97.

General Partner: Branch Managing Partners, LLC, a
Georgia limited liability company

By: Richard H. Lee
Richard H. Lee
Managing Member

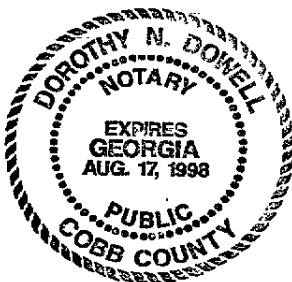
STATE OF GEORGIA

COUNTY OF FULTON

On this 2nd day of December, 19 97, Richard H. Lee

personally appeared before me,

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



D. N. Dowell
(Notary Public Signature)

Dorothy N. Dowell
(Notary's Printed Name)

Seal

My Commission Expires: _____