

# FO0000002067

POWELL, GOLDSTEIN, FRAZER & MURPHY LLP

ATTORNEYS AT LAW

www.pgfm.com

PLEASE RESPOND: Atlanta Address

Direct Dial: 404-572-6861

E-mail: jharris@pgfm.com

January 31, 2001

Sixteenth Floor  
191 Peachtree Street, N.E.  
Atlanta, Georgia 30303  
404 572-6600  
Facsimile 404 572-6999

Sixth Floor  
1001 Pennsylvania Avenue, N.W.  
Washington, D.C. 20004  
202 347-0066  
Facsimile 202 624-7222

**BY FIRST CLASS MAIL**

Amendment Section  
Division of Corporations  
Florida Department of State  
Post Office Box 6327  
Tallahassee, FL 32314

FILED  
01 FEB -6 AM 9:38  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

200003653672--8  
-02/06/01--01054--009  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Re: Amendment to Application for Authorization to Transact Business in Florida  
CSCM.COM, Inc. (the "Corporation")

Ladies and Gentlemen:

Enclosed for filing are the following documents and instruments required to effect an amendment to the Corporation's Certificate of Authority:

1. One (1) manually signed and one (1) exact copy of the Articles of Amendment.
2. Our firm's check for payment of the \$ 35.00 filing fee.
3. Certified Copy of the Articles of Amendment as filed by the Georgia Secretary of State on January 30, 2001.

Upon filing the enclosed Application to File an Amendment, please return evidence of filing to my attention at the Atlanta address on this letterhead. If you have any questions, please do not hesitate to call me at (404) 572-6861.

Sincerely yours,

*John Harris*

John Harris, Paralegal

For POWELL, GOLDSTEIN, FRAZER & MURPHY LLP

Enclosures

cc: Thomas R. McNeill, Esq. (without enclosures)  
Robert D. Carl, III (without enclosures)

::ODMA\PCDOCS\ATL\4521471

POWELL, GOLDSTEIN, FRAZER & MURPHY LLP

ATTORNEYS AT LAW

Sixteenth Floor  
191 Peachtree Street, N.E.  
Atlanta, Georgia 30303  
404 572-6800  
Facsimile 404 572-6999

www.pgfm.com  
Direct Dial: 404-572-6861  
PLEASE REPLY TO THE ADDRESS  
PO Box 990000 Atlanta, GA 30309

Sixth Floor  
1001 Pennsylvania Avenue, N.W.  
Washington, D.C. 20004  
202 347-0066  
Facsimile 202 624-7222

March 5, 2001

Amendment Section  
Division of Corporations  
Florida Department of State  
Post Office Box 6327  
Tallahassee, FL 32314

Attention: Doug Spitler, Document Specialist

Re: Amendment to Application for Authorization to Transact Business in Florida  
CSCM.COM, Inc. (the "Corporation")

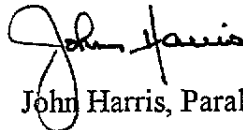
Ladies and Gentlemen:

Enclosed for filing are the following documents and instruments required to correct a deficient filing notice, a copy is attached, with the Florida Department of State.

1. One (1) manually signed and one (1) exact copy of the Articles of Amendment;
2. Certified Copy of the Articles of Amendment as filed by the Georgia Secretary of State on January 30, 2001; and
3. Copy of Board Resolution adopting an alternate name for use in Florida. The name is CSCM, Inc., a Georgia corporation.

Upon filing the enclosed Application to File an Amendment, please return evidence of filing to my attention at the Atlanta address on this letterhead. If you have any questions, please do not hesitate to call me at (404) 572-6861.

Sincerely yours,



John Harris, Paralegal

For POWELL, GOLDSTEIN, FRAZER & MURPHY LLP

Enclosures

cc: Thomas R. McNeill, Esq. (without enclosures)  
Robert D. Carl, III (without enclosures)

**APPLICATION BY FOREIGN CORPORATION TO FILE AMENDMENT TO  
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN  
FLORIDA**

**SECTION I (1-3 must be completed)**

1. CSCM.com, Inc., a Georgia corporation

Name of corporation as it appears within the records of the Department of State.

2. Incorporated under laws of: Georgia

3. Date authorized to do business in Florida: April 10, 2000

**FILED**  
01 FEB -6 AM 9:38  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**SECTION II (4-7 complete only the applicable changes)**

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation?

January 30, 2001

5. Name of corporation after the amendment, adding suffix "corporation," "company," "incorporated," or appropriate abbreviation, if not contained in new name of the corporation:

CSCM, Inc.

6. If the amendment changes the period of duration, indicate new period of duration.

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

Robert D. Carl, III

Signature  
Name and Title

Robert D. Carl, III, President

January 29, 2001

Date



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

February 8, 2001

POWELL, GOLDSTEIN, FRAZIER & MURPHY LLP  
ATTN: JOHN HARRIS  
191 PEACHTREE STREET, N.E., 16TH FLOOR  
ATLANTA, GA 30303

SUBJECT: CSCM.COM, INC.  
Ref. Number: F00000002067

RECEIVED  
01 MAR 12 AM 8:26  
DIVISION OF CORPORATIONS

We have received your document for CSCM.COM, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

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) 487-6957.

Doug Spittler  
Document Specialist

Letter Number: 301A00007856

12 AM 8:25  
DIVISION OF CORPORATIONS

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

DOCKET NUMBER : 010300986  
CONTROL NUMBER: 0011654  
EFFECTIVE DATE: 01/30/2001  
REFERENCE : 0077  
PRINT DATE : 01/30/2001  
FORM NUMBER : 611

POWELL, GOLDSTEIN, FRAZER & MURPHY  
JOHN HARRIS  
191 PEACHTREE ST, NE, 16TH FLOOR  
ATLANTA, GA 30303

**CERTIFICATE OF NAME CHANGE AMENDMENT**

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

**CSCM.COM, INC.**  
**A DOMESTIC PROFIT CORPORATION**

has filed articles of amendment in the Office of the Secretary of State changing its name to

**CSCM, INC.**

and has paid the required fees as provided by Title 14 of the Official Code of Georgia Annotated. Attached hereto is a true and correct copy of said articles of amendment.

WITNESS my hand and official seal in the City of Atlanta and the State of Georgia on the date set forth above.



Cathy Cox  
Secretary of State

**WRITTEN CONSENT ACTION IN  
LIEU OF A SPECIAL MEETING  
BY THE BOARD OF DIRECTORS  
OF  
CSCM, INC.**

The undersigned, being the sole director of **CSCM, INC.**, a Georgia corporation (the "Company"), by affixing his respective signature hereto, pursuant to Section 14-2-821 of the Georgia Business Corporation Code, does hereby without a meeting consent to the adoption of, and does hereby adopt, the following actions which would otherwise have been taken at a duly called special meeting of the Board of Directors:

**WHEREAS**, the Company's name is not available for use in Florida; and

**WHEREAS**, the Company's Board of Directors believe it is in the best interest of the Company to qualify in Florida using a Alternate Name; and

**WHEREAS**, the Alternate Name shall be **CSCM, Inc.**, a Georgia corporation, (the "Name").

**NOW, THEREFORE,**

**BE IT RESOLVED** that the Company adopts the Name, under which it shall operate in Florida because its corporate name is not available for use in Florida.

**FURTHER RESOLVED**, that the secretary of the Company is authorized to certify a copy of this resolution and is directed to deliver the copy of the resolution to the Secretary of State of Florida for filing.

**FURTHER RESOLVED**, that any act taken or deed done by any director or officer of the Company to facilitate the actions contemplated by these resolutions is hereby ratified and approved; and the officers of the Company are authorized to take and do such further lawful acts and deeds, and to execute and deliver, for and in the name of the Company, such documents, papers and instruments, as are necessary, appropriate, advisable or required in the sole discretion of such officer (the exercise by such officer of such discretion being conclusively evidenced by the taking by such officer of such action) in order to effectuate the purpose and intent of these resolutions, and to consummate the actions contemplated by these resolutions, and the taking of any such acts and deeds, and the execution and delivery of any such documents, papers and instruments, is hereby ratified and approved;

**FURTHER RESOLVED**, that the Secretary of the Company is authorized to attest the signature of any other officer under any and all such documents, papers and instruments and to affix the Company's corporate seal

thereto and to attest the same (provided that no attestation or seal shall be required to make such documents effective, valid, binding and enforceable);

**FURTHER RESOLVED**, that the Secretary of the Company is further authorized and empowered to certify to the passage of the foregoing resolutions; and


**FURTHER RESOLVED**, that the undersigned hereby direct that a fully executed counterpart hereof be filed with the minute records of the Company.

**[THE REMAINDER OF THIS PAGE IS INTENTIONALLY LEFT BLANK.]**

IN WITNESS WHEREOF, the undersigned director has executed this Consent  
as of the 28<sup>th</sup> day of February, 2001.

Sole Director:

CSCM, INC.

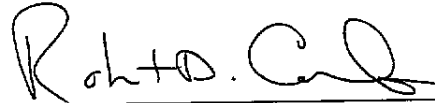
By:   
Robert D. Carl, III



**RESOLUTION OF FOREIGN LIMITED LIABILITY COMPANY  
ADOPTING A ALTERNATE NAME**

I, Robert D. Carl, III, certify that I am the Secretary of CSCM, Inc. a corporation organized under the laws of the state of Georgia, and that the following is a true and correct copy of a resolution duly adopted by Joint Unanimous Written Consent of the Director of the Company on 28<sup>th</sup> day of February, 2001.

CSCM, Inc.

A handwritten signature in black ink, appearing to read "Robert D. Carl, III", written over a horizontal line.

Robert D. Carl, III  
Secretary