

CT CORPORATION SYSTEM

F010000000833

CORPORATION(S) NAME

Highland Capital Holding Corporation

FILED
01 FEB 13 PM 1:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
01 FEB 13 AM 11:58
DIVISION OF CORPORATION

<input checked="" type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input type="checkbox"/> Merger
<input type="checkbox"/> Nonprofit	<input type="checkbox"/> Dissolution/Withdrawal	<input type="checkbox"/> Mark
<input checked="" type="checkbox"/> Foreign	<input type="checkbox"/> Reinstatement	<input type="checkbox"/> Other
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Change of RA
<input type="checkbox"/> LLC	<input type="checkbox"/> Name Registration	<input type="checkbox"/> UCC
<input type="checkbox"/> Certified Copy	<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> CUS
<input type="checkbox"/> Photocopies	<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem
<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		

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Name _____
Availability _____
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Examiner _____
Updater _____
Verifier _____
W.P. Verifier _____

2/13/01

M.S.

Order#: 3569270

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Ref#: *****70.00 *****70.00

Amount: \$ _____

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

m/jc
2/13

**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. Highland Capital Holding Corporation

(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. Delaware

(State or country under the law of which it is incorporated)

3. 72-1373566

(FEI number, if applicable)

4. May 20, 1997

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. Upon qualification

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

7. 2 Metroplex Drive, Suite 220

Birmingham, AL 35209

(Current mailing address)

8. financial services holding company

(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: C T Corporation System

Office Address: 1200 South Pine Island Road

Plantation, Florida, 33324

(Zip code)

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.

C T Corporation System

Joan Bolden

(Registered agent's signature)
Joan Bolden, Asst. Secy.

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: John L. Robinson, Jr.

Address: 2 Metroplex Drive, Suite 220

Birmingham, AL 35209

Vice Chairman: None

Address: _____

Director: R. Steve Briggs

Address: 2801 Highway 280 South

Birmingham, AL 35223

Director: Dennis R. Glass

Address: 100 N. Greene Street

Greensboro, NC 27401

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

President: John L. Robinson, Jr.
and CEO

Address: 2 Metroplex Drive, Suite 220

Birmingham, AL 35209

Executive
Vice President: J. Forrest Collier
and COO

Address: 2 Metroplex Drive, Suite 220

Birmingham, AL 35209

Executive V.P., General Counsel and

Secretary: W. Todd Carlisle

Address: 2 Metroplex Drive, Suite 220

Birmingham, AL 35209

Executive V.P. and CFO

Treasurer: Keith D. Duke

Address: 2 Metroplex Drive, Suite 220

Birmingham, AL 35209

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors. **SEE ATTACHED**

13. W. Todd Carlisle
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. W. Todd Carlisle, Executive Vice President and Secretary
(Typed or printed name and capacity of person signing application)

01 FEB 13 PM 1:04
FILED
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TALLAHASSEE, FLORIDA

ADDITIONAL DIRECTORS OF HIGHLAND CAPITAL HOLDING CORPORATION:

Name:

Address:

Dermot T. Healey

Healey and Associates
1120 Center Street
Auburn, ME 04210

Leon J. Hochheiser

Leon J. Hochheiser Co., Inc.
527 Town Line Road
Hauppauge, NY 11788

James A. Stroud

Warren Averett Kimbrough & Marino
2500 Acton Road
Birmingham, AL 35243

James W. Zilinski

Bershire Life Insurance Company
700 South Street
Pittsfield, MA 01201

C. Robert Duncan

Principal Life Insurance Company
711 High Street
Des Moines, IA 50392-0910

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TALLAHASSEE, FLORIDA

ADDITIONAL OFFICERS OF HIGHLAND CAPITAL HOLDING CORPORATION:

Executive Vice President of Development:

Dermot T. Healey
1120 Center Street
Auburn, ME 04212

State of Delaware
Office of the Secretary of State

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I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "HIGHLAND CAPITAL HOLDING CORPORATION" IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE NINTH DAY OF FEBRUARY, A.D. 2001.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

FILED
01 FEB 13 PM 1:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2753070 8300

010066570



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 0964490

DATE: 02-09-01