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first national bank
of omaha

May 2, 2001

Secretary of State
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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-05/03/01-01134-008
*****70.00 *****70.00

To Whom It May Concern:

Enclosed please find the following documents in order to qualify InfiStar Corporation

1. Transmittal Letter;
2. One (1) original Application by Foreign Corporation for Authorization to Transact Business in Florida;
3. Officer and Director Rider;
4. One (1) Certificate of Good Standing;
5. Check number 10096122 in the amount of Seventy and 00/100 Dollars (\$70.00)

If you have any questions please do not hesitate to contact me (402) 633-3112.

Sincerely,

Wendy Webber

Wendy Webber
Certified Legal Assistant

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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**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. Infistar 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. 58-2154253
(FEI number, if applicable)
4. June 10, 1994
(Date of incorporation)
5. Perpetual
(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. 3940 Piedmont Road, Suite 910 Atlanta, GA 30305
(Principal office address)
Same as Principal Office Address
(Current mailing address)
8. To transact any or all business for which incorporated
(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: Corporation Service Company
Office Address: 1201 Hays Street
Tallahassee, Florida 32301
(City) (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.

Corporation Service Company

[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.

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12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: See attached officers/directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See attached officers/directors rider

Address: _____

Vice President: _____

Address: _____

Secretary: _____

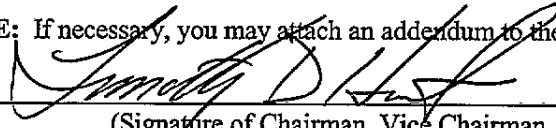
Address: _____

Treasurer: _____

Address: _____

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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. Assistant Secretary
(Typed or printed name and capacity of person signing application)

**InfiStar Corporation
Director and Officer Rider
As of April 20, 2001**

Directors: Mr. Jerry D. Craft
3940 Piedmont Road, Suite 910
Atlanta, GA 30305

Mr. Matthew W. Lawver
1620 Dodge Street
Omaha, NE 68197

Mr. George F. Schmelzel
1620 Dodge Street
Omaha, NE 68197

Mr. John G. Langenfeld
1620 Dodge Street
Omaha, NE 68197

Mr. Elias J. Eliopoulos
1620 Dodge Street
Omaha, NE 68197

Ms. Clay G. Battle
3940 Piedmont Road, Suite 910
Atlanta, GA 30305

Mr. D. Andrew Mathieson
3940 Piedmont Road, Suite 910
Atlanta, GA 30305

Officers: Mr. Matthew W. Lawver, Chairman
1620 Dodge Street
Omaha, NE 68197

Mr. Jerry D. Craft, President & CEO
3940 Piedmont Road, Suite 910
Atlanta, GA 30305

Ms. Clay G. Battle, Executive Vice President, CFO, Treasurer, Secretary
3940 Piedmont Road, Suite 910
Atlanta, GA 30305

Ms. B. Jane Skelton, Controller
3940 Piedmont Road, Suite 910
Atlanta, GA 30305

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Mr. Ray S. Costner, Executive Vice President
3940 Piedmont Road, Suite 910
Atlanta, GA 30305

Mr. D. Andrew Mathieson, Executive Vice President
3940 Piedmont Road, Suite 910
Atlanta, GA 30305

Mr. Timothy D. Hart, Assistant Secretary
1620 Dodge Street
Omaha, NE 68197

Ms. Jean Koenck, Assistant Treasurer
1620 Dodge Street
Omaha, NE 68197

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TALLAHASSEE, FLORIDA

State of Delaware
Office of the Secretary of State PAGE 1

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "INFISTAR 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 TWENTY-FIFTH DAY OF APRIL, A.D. 2001.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 1098861

010196186

DATE: 04-25-01