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July 13, 2001

VIA FEDERAL EXPRESS

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: Application by Foreign Corporation for Authorization to Transact Business in Florida

Dear Sir:

Enclosed please find the Application by Foreign Corporation for Authorization to Transact Business in Florida for Harbinger Florida Realty, Inc. I have included a check payable to the Department of State of \$78.75, including the \$8.75 certification fee, for the filing fees incurred. Therefore, please accept this letter as a request to file the attached application and provide evidence of such filing to the attention of the following at the following address:

Anne-Marie Myers
Balch & Bingham LLP
Post Office Box 306
Birmingham, Alabama 35201-0306

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-07/17/01--01052--003
*****78.75 *****78.75

If you have any questions, please do not hesitate to call.

Yours truly,

Anne-Marie Myers
Anne-Marie Myers
Legal Assistant

Enclosures

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SECRETARY OF STATE
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. Harbinger Florida Realty, Inc.
(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 3. 63-1263609
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. November 9, 2000 5. perpetual
(Date of incorporation) (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. One Riverchase Parkway South, Birmingham, Alabama 35244
(Principal office address)
One Riverchase Parkway South, Birmingham, Alabama 35244
(Current mailing address)
8. Act as a 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: 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.


(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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FLORIDA
SECRETARY OF STATE

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

A. DIRECTORS

Chairman: See attached

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See attached

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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TALLAHASSEE FLORIDA

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

13. David Boutwell
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. DAVID BOUTWELL V.P. + CONTROLLER
(Typed or printed name and capacity of person signing application)

Harbinger Florida Realty, Inc.

Officers

Michael P. White
President
One Riverchase Parkway South
Birmingham, Alabama 35244

William W. Brooke
Executive Vice President and Secretary
One Riverchase Parkway South
Birmingham, Alabama 35244

Alan C. Fuller
Vice President
One Riverchase Parkway South
Birmingham, Alabama 35244

Joel B. Piassick
Vice President & General Counsel
One Riverchase Parkway South
Birmingham, Alabama 35244

David A. Boutwell
Vice President & Controller
One Riverchase Parkway South
Birmingham, Alabama 35244

S. Perry Given, Jr.
Assistant Secretary
One Riverchase Parkway South
Birmingham, Alabama 35244

Brenda J. Harris
Assistant Secretary
One Riverchase Parkway South
Birmingham, Alabama 35244

Directors

Michael P. White
One Riverchase Parkway South
Birmingham, Alabama 35244

William W. Brooke
One Riverchase Parkway South
Birmingham, Alabama 35244

David A. Boutwell
One Riverchase Parkway South
Birmingham, Alabama 35244

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TALLAHASSEE FLORIDA

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 "HARBINGER FLORIDA REALTY, INC." 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 SECOND DAY OF JULY, A.D. 2001.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "HARBINGER FLORIDA REALTY, INC." WAS INCORPORATED ON THE NINTH DAY OF NOVEMBER, A.D. 2000.

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

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

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01 JUL 17 AM 8:48
SECRETARY OF STATE
TALLAHASSEE FLORIDA



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 1221835

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DATE: 07-02-01