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FOREIGN PROFIT QUALIFICATION

Birmingham Asset Management, Inc.

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43
10-15-03

**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. Birmingham Asset Management, Inc.
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"
"Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Alabama 3. 87-0699559
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. June 3, 2003 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. 1780 Gadsden Highway, Birmingham, Alabama 35235
(Principal office address)

1780 Gadsden Highway, Birmingham, Alabama 35235
(Current mailing address)

8. To acquire notes and mortgages and
To purchase, sell, manage and obtain commercial properties including asset management
(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: CT Corporation System

Office Address: 1200 South Pine Island Road

Plantation Florida 33324
(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.

**RACHEL T. HAYES
ASSISTANT SECRETARY**

Rachel T. Hayes
(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.

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

A. DIRECTORS

Chairman: Timothy A. Massey

Address: 1780 Gadsden Highway

Birmingham, Alabama 35235

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: Timothy A. Massey

Address: 1780 Gadsden Highway

Birmingham, Alabama 35235

Vice President: _____

Address: _____

Secretary: Timothy A. Massey

Address: 1780 Gadsden Highway, Birmingham, Alabama 35235

Treasurer: _____

Address: _____

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

13. 

(Signature of Director or Officer listed in number 12 of the application)

14. Timothy A. Massey

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

03 OCT 15 4:11:15
APPROVED
FILED

Nancy L. Worley
Secretary of State

P.O. Box 5616
Montgomery, AL 36103-5616

STATE OF ALABAMA

I, Nancy L. Worley, Secretary of State of the State of Alabama, having custody of the Great and Principal Seal of said State, do hereby certify that

the domestic corporation records on file in this office disclose that Birmingham Asset Management, Inc. incorporated in Jefferson County, Birmingham, Alabama on June 3, 2003. I further certify that the records do not disclose that said Birmingham Asset Management, Inc. has been dissolved.



In Testimony Whereof, I have hereunto set my hand and affixed the Great Seal of the State, at the Capitol, in the City of Montgomery, on this day.

August 11, 2003

Date

Nancy L. Worley

Nancy L. Worley

Secretary of State