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December 30, 1994

Secretary of State
Corporate Records Bureau
Division of Corporations
409 East Gaines Street
Tallahassee FL 32399

000001 367980
01/03/95--01116--004
*****70.00 *****70.00

RE: CCA Northeast, Inc.

Dear Sir/Madam:

Enclosed please find the Application for Certificate of Authority for the referenced corporation.

Please forward all correspondence related to the admission of the corporation to:

Terry Taylor
PO Box 819012
Dallas TX 75381

Please forward information related to payroll tax registration to:

Carolyn Huse
PO Box 819012
Dallas TX 75381

Sincerely,

T. Taylor

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JAN -4 AM 8:20

**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. CCA Northeast, Inc.
(Name of corporation: must include the word "INCORPORATED," "COMPANY," or "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. Tennessee
(State or country under the law of which it is incorporated)

3. June 12, 1986 4. Perpetual
(Date of Incorporation) (Duration)

5. 75-2155124
(Federal Employer Identification number, if applicable)

6. Upon Qualification
(Date first transacted business in Florida. See sections 607.1501, 607.1502, and 817.155, F.S.)

7. P.O. Box 819087, Dallas, Texas 75381
(Current mailing address)

8. Private club management.
(Brief description of the nature of the business in which it is engaged in the state of Florida)

9. Names and street addresses of officers and or directors:

A. Directors:

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Robert Johnson

Address: 3030 LBJ Freeway, Suite 700
Dallas, Texas 75234

Director: Michael Carroll

Address: 3030 LBJ Freeway, Suite 700
Dallas, Texas 75234

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D. Officers:

President: Robert Johnson
Address: 3030 LBJ Freeway, Suite 700
Dallas, Texas 75234

Vice President: Michael Carroll
Address: 3030 LBJ Freeway, Suite 700
Dallas, Texas 75234

Secretary: Terry Taylor
Address: 3030 LBJ Freeway, Suite 700
Dallas, Texas 75234

Treasurer: _____
Address: _____

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(If needed you may attach an addendum to the application listing additional officers and/or directors.)

10. Name and Street address of Florida registered agent:

Name: C T Corporation System
Office Address: c/o C T Corporation System, 1200 South Pine Island Road
Plantation, Florida 33324
Zip Code

11. 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: M.S. Green C T Corporation System
M.S. GREEN, Asst. Secy (Officer)
(Typed Name and Title of Officer)

12. 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.

13. Michael Carroll
(Signature of Chairman, Vice Chairman, or any officer listed in number 9 of the application)

14. Michael Carroll, Vice President
(Name and capacity of person signing application)

Secretary of State

Corporations Section

James K. Polk Building, Suite 1800
Nashville, Tennessee 37243-0306

ISSUANCE DATE: 12/20/1994
REQUEST NUMBER: 94354019
TELEPHONE CONTACT: (615) 741-6408

CHARTER/QUALIFICATION DATE: 12/30/1986
STATUS: ACTIVE
CORPORATE EXPIRATION DATE: PERPETUAL
CONTROL NUMBER: 0182481
JURISDICTION: TENNESSEE

TO:
CAPITAL FILING SERVICE, INC.
214 OLD HICKORY BLVD
NO. 199
NASHVILLE, TN 37221

REQUESTED BY:
CAPITAL FILING SERVICE, INC.
214 OLD HICKORY BLVD
NO. 199
NASHVILLE, TN 37221

CERTIFICATE OF EXISTENCE

I, RILEY C DARNELL, SECRETARY OF STATE OF THE STATE OF TENNESSEE DO HEREBY CERTIFY THAT

"CCA NORTHEAST, INC."

IS A CORPORATION DULY INCORPORATED UNDER THE LAW OF THIS STATE WITH DATE OF
INCORPORATION AND DURATION AS GIVEN ABOVE;
THAT ALL FEES, TAXES, AND PENALTIES OWED TO THIS STATE WHICH AFFECT THE
EXISTENCE OF THE CORPORATION HAVE BEEN PAID;
THAT THE MOST RECENT CORPORATION ANNUAL REPORT REQUIRED HAS BEEN FILED
WITH THIS OFFICE; AND
THAT ARTICLES OF DISSOLUTION HAVE NOT BEEN FILED; AND
THAT ARTICLES OF TERMINATION OF CORPORATE EXISTENCE HAVE NOT BEEN FILED

FILED
SECRETARY OF STATE
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95 JAN -4 AM 8:21

FOR: REQUEST FOR CERTIFICATE

ON DATE: 12/20/94

FROM:
CAPITAL FILING SERVICE, INC.
214 OLD HICKORY BLVD
NO. 199
NASHVILLE, TN 37221-0000

RECEIVED: FEES \$160.00 \$160.00
TOTAL PAYMENT RECEIVED: \$320.00

RECEIPT NUMBER: 00001725879
ACCOUNT NUMBER: 00101230



Riley C Darnell

RILEY C. DARNELL
SECRETARY OF STATE