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1447 PEACHTREE STREET, N.W. SUITE 505
ATLANTA, GEORGIA 30309

GARY S. HAND
ATTORNEY AT LAW

TELEPHONE (404) 876-7612
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1 August, 1995

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-08/04/95--01044--012
*****70.00 *****70.00

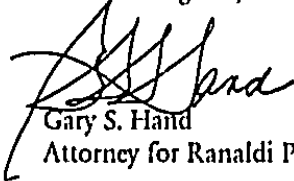
Qualifications/Tax Lien Sec.
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

RE: Ranaldi Properties, Inc.

Dear Clerk:

Enclosed please find a completed Application by Foreign Corporation for Authorization to Transact Business in Florida, Transmittal Letter, a Certificate of Existence and a check in the amount of \$70.00. Please file these documents and send an acknowledgment of such filing to this office.

With best regards,


Gary S. Hand
Attorney for Ranaldi Properties, Inc.

Enclosures.
GSH/blh

9/58/7
95 AUG -4 AM 9:44
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: RANALDI PROPERTIES, INC.
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

GARY S. HAND
(Name of Person)

HAND & JONES, PC
(Firm/Company)

1447 PEACHTREE ST., # 505
(Address)

ATLANTA, GA 30309
(City/State/Zip)

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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Should you need to call someone concerning this matter, please call:

GARY S. HAND at (404) 876-7612
(Name of Person) (Area Code & Daytime Telephone Number)

COURIER ADDRESS:

Qualification/Tax Lien Sec.
Division of Corporations
409 E. Gaines St
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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. RANALDI PROPERTIES, 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. GEORGIA
(State or country under the law of which it is incorporated)
3. APPLIED FOR 6/20/95
(FBI number, if applicable)
4. 16 JUNE 1995
(Date of Incorporation)
5. PERPETUAL
(Duration: Year corp. will cease to exist or "perpetual")
6. 15 JULY 1995
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.)
to be
7. 2855 PEACH TREE ROAD #316
ATLANTA, GA 30305
(Current mailing address)
8. BUY, SELL, MANAGE REAL ESTATE; ANY OTHER LEGAL PURPOSE
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)
9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)
Name: Richard G Smith
Office Address: 308 SW Miracle Strip Pkwy.
Ft. Walton Beach, Florida, 32547
(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.

Richard G Smith
(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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DIVISION OF CORPORATIONS
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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: GENO RANALDI

Address: 2855 PEACHTREE RD #316 ATLANTA 30305

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: GENO RANALDI

Address: 2855 PEACHTREE RD #316 ATLANTA 30305

Vice President: _____

Address: _____

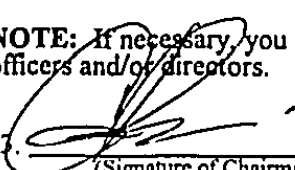
Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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. GENO RANALDI, CHAIRMAN
(Typed or printed name and capacity of person signing application)

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DIVISION OF CORPORATIONS
95 AUG -11 AM 9:44

Secretary of State
Business Information and Services
Suite 315, West Tower
2 Martin Luther King Jr. Dr.
Atlanta, Georgia 30334-1530

DOCKET NUMBER : 951980494
CONTROL NUMBER : 9519113
DATE INC/AUTH/FILED: 06/16/1995
JURISDICTION : GEORGIA
PRINT DATE : 07/17/1995
FORM NUMBER : 211

GARY HAND
1447 PEACHTREE ST
STE 505
ATLANTA GA 30309

FILED STATE
SECRETARY OF CORP. AFFAIRS
DIVISION OF CORPORATIONS
95 AUG -14 AM 9:44

CERTIFICATE OF EXISTENCE

I, MAX CLELAND, Secretary of State of the State of Georgia, do hereby certify under the seal of my office that

RANALDI PROPERTIES, INC.
A DOMESTIC PROFIT CORPORATION

was formed in the jurisdiction stated above or was authorized to transact business in Georgia on the above date. Said entity is in compliance with the applicable filing and annual registration provisions of Title 14 of the Official Code of Georgia Annotated and has not filed articles of dissolution, certificate of cancellation, or any other similar document with the office of the Secretary of State.

This certificate relates only to the legal existence of the above-named entity as of the date issued. It does not certify whether or not a notice of intent to dissolve, an application for withdrawal, a statement of commencement of winding up, or any other similar document has been filed or is pending with the Secretary of State.

This certificate is issued pursuant to Title 14 of the Official Code of Georgia Annotated and is prima-facie evidence that said entity is in existence or is authorized to transact business in this state.

Max Cleland

MAX CLELAND
SECRETARY OF STATE



CORPORATIONS
656-2817

CORPORATIONS HOT LINE
404-656-2222
Outside Metro-Atlanta