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 WEST PALM BEACH, FL 33411
 (407) 812-3000
 FAX (407) 655-1100

August 7, 1995

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 08/07/95 0103/001
 ***122.50 ***122.50

Secretary of State
 Division of Corporations
 Foreign Qualifications
 P.O. Box 6327
 Tallahassee, FL 32314

RE: Financial Acquisitions, Inc., a Georgia corporation,
 To whom it may concern:

Enclosed for filing is an Application by Foreign Corporation
 for Authorization to Transact Business in Florida. Also enclosed
 is our check payable to the Secretary of State in the amount of
 \$122.50 in remittance of the filing fee for the enclosed
 application and the fee for a certificate of authority to transact
 business in Florida.

Please file the enclosed Application by Foreign Corporation
 for Authorization to Transact Business upon receipt and return the
 certificate of authority to this office at your earliest
 convenience. If you have questions or comments, please call the
 undersigned.

Sincerely,
 BROAD AND CASSEL

JEFFREY J. SUTER

Enclosures

cc: Fictitious Name Registration (application only)
 Mr. Craig Linton (without enclosures)
 Ronald M. Gache', Esquire

95 AUG 14 PM 4:07
 SECRETARY OF STATE
 DIVISION OF CORPORATIONS
 8-15

CERTIFICATE OF CORPORATE
RESOLUTIONS

I, William J. Blalock, hereby certify that I am the Secretary of FINANCIAL ACQUISITIONS, INC., a Georgia corporation ("Corporation"), and further certify that the following resolution was duly adopted by the Board of Directors of the Corporation at a duly called, noticed, convened and conducted meeting of the Board or by written consent in lieu thereof:

Business Alias

The following name is hereby adopted for use by the Company in the operation of its business within the State of Florida and shall be used by the Company in making its Application by Foreign Corporation for Authorization to Transact Business in Florida:

"FINANCIAL ACQUISITIONS OF GEORGIA, INC."

IN WITNESS WHEREOF, I have executed this Certificate this 26th day of July, 1995.

FINANCIAL ACQUISITIONS, INC., ,
a Georgia corporation

By: William J. Blalock
Name: William J. Blalock
Its: Secretary

STATE OF SC
COUNTY OF Aiken

The foregoing instrument was acknowledged before me this 26th day of July, 1995, by William J. Blalock, as Secretary, of Financial Acquisitions, Inc., a Georgia corporation on behalf of the corporation. He/she is personally known to me or has produced _____ as identification and did take an oath.

(NOTARY SEAL)

Janet L. Boucher
Notary Public
Print Name: Janet L. Boucher

My commission expires: MY COMMISSION EXPIRES
MAY 8, 2005

Commission Number: _____

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

**IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACTION BUSINESS IN THE
STATE OF FLORIDA:**

1. Financial Acquisitions, Inc., a Georgia 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. Georgia 3. 65-0576647
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. December 2, 1987 5. perpetual existence
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. 03/22/95
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 607.155, F.S.)

7. 7000 Central Parkway, Suite 1510

Atlanta, Georgia 30328

(Current mailing address)

8. All Lawful Purposes
(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:

Name: Craig Linton

Office Address: 1699 N.W. 9th Street

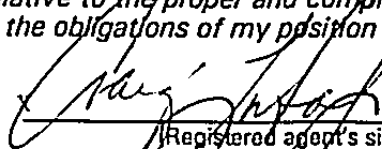
Okeechobee

, Florida , 34973

(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)

Craig Linton

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.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
55 AUG 14 PM 4 7

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: William J. Blalock

Address: 1940 South Boundary Avenue
Aiken, South Carolina 29801

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

Chief Executive Officer: William J. Blalock

Address: 1940 South Boundary Avenue
Aiken, South Carolina 29801

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. x William J. Blalock
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. William J. Blalock, C.E.O.
(Typed or printed name and capacity of person signing application)

Secretary of State
Corporations Division
Suite 315, West Tower
2 Martin Luther King Jr. Dr.
Atlanta, Georgia 30334-1530

DOCKET NUMBER : 951710629
CONTROL NUMBER : 8726187
DATE INC/AUTH/FILED : 12/02/1987
JURISDICTION : GEORGIA
PRINT DATE : 06/20/1995
FORM NUMBER : 211

BROAD & CASSEL/JEFFREY J SUTER
STE. 500, 400 AUSTRALIAN AVE SOUTH
WEST PALM BEACH FL 33401

CERTIFICATE OF EXISTENCE

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

FINANCIAL ACQUISITIONS, INC.
A DOMESTIC PROFIT CORPORATION

was formed in the jurisdiction stated above and was incorporated, formed, or 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 or certificate of cancellation 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 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

FILED
SECRETARY OF STATE
DIVISION OF REVENUE
95 AUG 14 PM 4:07

CORPORATIONS
656-2817

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