Document Number Only

F95000005380

CT CORPORATION SYSTEM

Requestor's Name

660 EAST JEFFERSON STREET

Address

TALLAHASSEE FL 32301 222-1092

City State Zip Phone

CORPORATION(S) NAME

(✓) Profit
( ) NonProfit
( ) Limited Liability Company
(✓) Foreign
( ) Limited Partnership
( ) Reinstatement
( ) Certified Copy
( ) Call When Ready
(●) Walk In
( ) Mail Out

( ) Amendment
( ) Dissolution/Withdrawal
( ) Annual Report
( ) Reservation
( ) Photo Copies
( ) Call if Problem
( ) Will Wait

( ) Merger
( ) Mark
( ) Other
( ) Change of R.A.
( ) Fictitious name Filing
( ) CUS
( ) After 4:30
(●) Pick Up

Name Availability

Document Examiner

Updater

Verifier

Acknowledgment

W.P. Verifier

PLEASE RETURN EXTRA COPIES FILE STAMPED

CR2E031 (1-89)

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION 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. The Southern Development and Investment Group, 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. 58-1646715
(FEI number, if applicable)

4. August 12, 1985
(Date of incorporation)

5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")

6. Upon Qualification
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.156, F.S.))

7. 64 Perimeter Center East, Atlanta, Georgia 30346
(Current mailing address)

8. To market consulting, engineering and other services to non-affiliates.
(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: C T Corporation System

Office Address: c/o C T Corporation System, 1200 South Pine Island Road

Plantation, Florida, 33324
(Zip Code)

10. Registered agent 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 obligation of my position as registered agent.

C T Corporation System

(Registered agent's signature) (Officer)

John J. Masters, Asst. Secy.
(Type Name and Title of Officer)

(FL - 2189 - 11/16/94)

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 addresses of officers and/or directors

A. DIRECTORS

Chairman: ______________________

Address: ______________________

____

Vice Chairman: ______________________

Address: ______________________

____

Director: See attached list of directors

Address: ______________________

____

Director: ______________________

Address: ______________________

____

B. OFFICERS

President: ______________________

Address: ______________________

____

Vice President: ______________________

Address: ______________________

____

Secretary: ______________________

Address: ______________________

____

Appendix to Florida
Application by Fgn. Corp. for Authorization to Transact Business in Florida

Directors of
The Southern Development and Investment Group, Inc.

---

1. William Paul Bowers
   P.O. Box 4545
   Atlanta, Georgia 30302

2. Paul J. DeNicola
   64 Perimeter Center East
   Atlanta, Georgia 30346

3. Dwigth H. Evans
   P.O. Bxo 4079
   Gulfport, Mississippi 39502

4. Thomas A. Fanning
   64 Perimeter Center East
   Atlanta, Georgia 30346

5. J. Kevin Fletcher
   64A Perimeter Center East
   Atlanta, Georgia 30346

6. Michael L. Scott
   600 North 18th Street
   Birmingham, Alabama 35291

7. William L. Westbrook
   64 Perimeter Center East
   Atlanta, Georgia 30346

Appendix to Florida
Application by Fgn. Corp. for Authorization of Transact Business in Florida

Officers of
The Southern Development and Investment Group, Inc.

---

1. J. Kevin Fletcher
   President
   64 Perimeter Center East
   Atlanta, Georgia 30346

2. Tommy Kellogg
   Vice President & General Manager
   64 Perimeter Center East
   Atlanta, Georgia 30346

3. Tommy Chisholm
   Secretary
   64 Perimeter Center East
   Atlanta, Georgia 30346

4. Allen L. Leverett
   Treasurer
   64 Perimeter Center East
   Atlanta, Georgia 30346

5. Sam H Dabbs, Jr
   Assistant Secretary
   64 Perimeter Center East
   Atlanta, Georgia 30346

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. Sam H. Dabbs, Jr., Assistant Secretary
(Typed or printed name and capacity of person signing application)

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

DOCKET NUMBER	: 953040814
CONTROL NUMBER	: 8512596
DATE INC/AUTH/FILED	: 08/13/1985
JURISDICTION	: GEORGIA
PRINT DATE	: 10/31/199
FORM NUMBER	: 0211

CT CORPORATION SYSTEM
JO ANN HODSON
1201 PEACHTREE STREET, NE
ATLANTA, GA 30361

CERTIFICATE OF EXISTENCE

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

THE SOUTHERN DEVELOPMENT AND INVESTMENT GROUP, 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

F95000005380

CSC THE UNITED STATES CORPORATION COMPANY

97 AUG 28 PM 2:54
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 511224 7111016

AUTHORIZATION :

COST LIMIT : $ 35.00

ORDER DATE : August 27, 1997

ORDER TIME : 12:39 PM

ORDER NO. : 511224-005

CUSTOMER NO: 7111016

CUSTOMER: Ms. Audra Mcclellan
Southern Company Services,
270 Peachtree Street

Atlanta, GA 30303

RA Change

000002280380--3

CHANGE OF AGENT

NAME: THE SOUTHERN DEVELOPMENT
AND INVESTMENT GROUP, INC.

RECEIVED
97 AUG 28 PM 2:41
DIVISION OF CORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

_______ CERTIFIED COPY
XX_____ PLAIN STAMPED COPY

CONTACT PERSON: Tonya C. Holliday

Name
8/29/97
Document Examiner
Updater
Verifier
Acknowledgement
W.P. Verifyer

Florida Department of State, Sandra B. Mortham, Secretary of State

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR CORPORATIONS

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of GEORGIA *submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.*

1. The name of the corporation is: THE SOUTHERN DEVELOPMENT AND INVESTMENT GROUP, INC.

2. The mailing address of the corporation is : 64 PERIMETER CENTER EAST
ATLANTA, GEORGIA 30346

3. Date of incorporation/qualification: 11-02-95 Document number: F95000005380

4. The name and address of the current registered agent and office:

CT CORPORATION SYSTEM
1200 SOUTH PINE ISLAND ROAD
PLANTATION, FLORIDA 33324

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97 AUG 28 PM 2:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

5. The name and address of the new registered agent and office: (P.O. Box Not Acceptable)

CORPORATION SERVICE COMPANY
1201 HAYS STREET
TALLAHASSEE, FLORIDA 32301

The street address of its registered office and the street address of the business office of its registered agent, as changed, will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

Sam H Dabbs

(Signature of an officer, chairman or vice chairman of the board)

August 19, 1997
(Date)

SAM H. DABBS, JR., ASSISTANT SECRETARY
(Printed or typed name and title)

Having been named as registered agent and to accept service of process for the above stated corporation, 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 obligation of my position as registered agent.

Rachel Searcy
(Signature of Registered Agent)

8/27/97
(Date)

If signing on behalf of an entity:

Rachel Searcy
(Typed or Printed Name)

Assistant Secretary
(Capacity)

CR2E045(1/95)

FILING FEE: $35.00