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MAGUIRE, VOORHIS & WELLS, P.A.

ORLANDO, FLORIDA 32801
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WRITER'S DIRECT DIAL

MAILING ADDRESS:
P. O. BOX 633
ORLANDO, FLORIDA 32802

November 3, 1995

VIA: COURIER

Division of Corporations
Department of State
409 East Gaines Street
Post Office Box 6327
Tallahassee, Florida 32314

Re: Flint River Timber, Inc. - Qualification

Gentlemen:

Enclosed please find the following in connection with the corporation referenced above:

1. Original and one copy of Application by Foreign Corporation For Authorization to Transact Business In Florida (with Certificate of Good Standing attached); and
2. A check in the amount of \$122.50 to cover the following items:
(a) \$35.00 - filing fee; (b) (\$35.00 - Designation of Registered Agent; and (c) \$52.50 - Certified copy.

Your assistance in this matter is appreciated. Should you have any questions or comments regarding the above, please do not hesitate to contact me.

Very truly yours,

M. J. Spear

Mrs. Marlis J. Spear
Legal Assistant

/mjs

Enclosures

cc: Mr. Doug Taylor
Christopher C. Brockman, Esq.
Benjamin P. Butterfield, Esq.

Pick Up
12:45



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

November 6, 1995

MRS. MARLIS J. SPEAR, LEGAL ASSISTANT
MAGUIRE, VOORHIS & WELLS, P.A.
PO BOX 633
ORLANDO, FL 32802

SUBJECT: FLINT RIVER TIMBER, INC.
Ref. Number: W95000022022

We have received your document for FLINT RIVER TIMBER, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please list the street address of each officer/director. If the officer/director does not have a street address, list the mailing address and write (N/A).

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6958.

Lee Rivers
Document Examiner

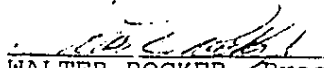
Letter Number: 695A00049475

RESOLUTION OF BOARD OF DIRECTORS

I, WALTER ROCKER, the undersigned President and Director, do hereby certify that this Resolution of the Board of Directors of FLINT RIVER TIMBER, INC., a corporation duly organized and existing under the laws of the State of Georgia, was duly adopted on November 7, 1995.

RESOLVED, that Flint River Timber, Inc., organized and existing in the State of Georgia, hereby adopts the name FLINT RIVER TIMBER OF ORLANDO, INC. for use in Florida.

Dated: November 7, 1995.


WALTER ROCKER, President and
Director

**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. FLINT RIVER TIMBER OF ORLANDO, INC.
(Name of corporation: 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. GEORGIA
(State or country under the law of which it is incorporated)
3. November 15, 1973 4. Perpetual
(Date of Incorporation) (Duration)
5. 58-1179841
(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. Post Office Box 4030, Eatonton, Georgia 31024
(Current mailing address)
8. restaurant/bar
(Brief description of the nature of the business in which it is engaged in the state of Florida)
9. Names and addresses of officers and or directors:

A. Directors:

Chairman: WALTER ROCKER
Address: P.O. Box 4030 923 Oak Street
Eatonton, GA 31024 Eatonton, GA 31024

Vice Chairman: GLENN ROCKER
Address: P.O. Box 276 923 Oak Street
Sparta, GA 31087 Eatonton, GA 31024

Director: _____
Address: _____

Director: _____
Address: _____

B. Officers:

President: WALTER R. ROKER
Address: P.O. Box 4030 923 Oak Street
Eatonton, GA 31024 Eatonton, GA 31024

Vice President: GLENN ROKER
Address: P.O. Box 276 923 Oak Street
Sparta, GA 31087 Eatonton, GA 31024

Secretary: REBECCA ROKER
Address: P.O. Box 4030 923 Oak Street
Eatonton, GA 31024 Eatonton, GA 31024

Treasurer: REBECCA ROKER
Address: P.O. Box 4030 923 Oak Street
Eatonton, GA 31024 Eatonton, GA 31024

(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: Robert D. Taylor
Office Address: 33 W. Church Street
Orlando Florida 32801
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: [Signature]

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. [Signature]
(Signature of Chairman, Vice Chairman, or any officer listed in number 9 of the application)

14. WALTER ROKER, President
(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 : 953000576
CONTROL NUMBER : 7309001
DATE INC/AUTH/FILED: 11/15/1993
JURISDICTION : GEORGIA
PRINT DATE : 10/27/1995
FORM NUMBER : 0.11

LIBERTY CORPORATE SERVICES, INC.
JEFF WAUGH
3998 ASHFORD-DUNWOODY ROAD
ATLANTA, GA 30319

CERTIFICATE OF EXISTENCE

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

FLINT RIVER TIMBER, 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