

F 95000006066

CF CORPORATION SYSTEM

Registrant's Name
 660 East Jefferson Street
 Address
 Tallahassee, FL 32301 222-1092
 City State Zip Phone

100001660801
 -12/13/95--01039--009
 *****70.00 *****70.00

CORPORATION(S) NAME

ESA Acquisitions, Inc.

FILED
 SECRETARY OF STATE
 DIVISION OF CORPORATIONS
 95 DEC 13 PM 12:22
 LC
 12/13/95

- ~~Profil~~
 - NonProfil
 - Amendment
 - Merge
- Foreign
 - Dissolution/Withdrawal
 - Mark
- Limited Partnership
 - Annual Report
 - Other
- Restatement
 - Reservation
 - Change of N.A.
- Certified Copy
 - Photo Copies
 - Fic. Name
 - CUS
- Call When Ready
 - Walk In
 - Call If Problem
 - After 4:30
- Mail Out
 - Pick Up

Name
Availability
Document Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

12/13/95
3:00

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 95 DEC 13 AM 11:28
 DIVISION OF CORPORATIONS

CH2E031 (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:

FILED
IN STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
95 DEC 13 PM 12:32

1. ESA Acquisitions, Inc.

(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or other 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. Delaware

(State or country under the law of which it is incorporated)

3. 36-3998753

(FEI number, if applicable)

4. January 18, 1995

(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. 961 East Main Street, Spartanburg, South Carolina 29302

(Current mailing address)

8. To engage in any and all lawful acts or activity permitted by law

(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)

Jeffrey R. Graves Asst. Secy.
(Type Name and Title of Officer)

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: George Dean Johnson, Jr.

Address: 200 S. Andrews Avenue

Ft. Lauderdale, Florida 33301

Vice Chairman: _____

Address: _____

Director: Robert A. Brannon

Address: 200 S. Andrews Avenue

Ft. Lauderdale, Florida 33301

Director: _____

Address: _____

B. OFFICERS

President: see attached list of officers

Address: _____

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. George Dean Johnson, Jr., President _____

(Typed or printed name and capacity of person signing application)

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

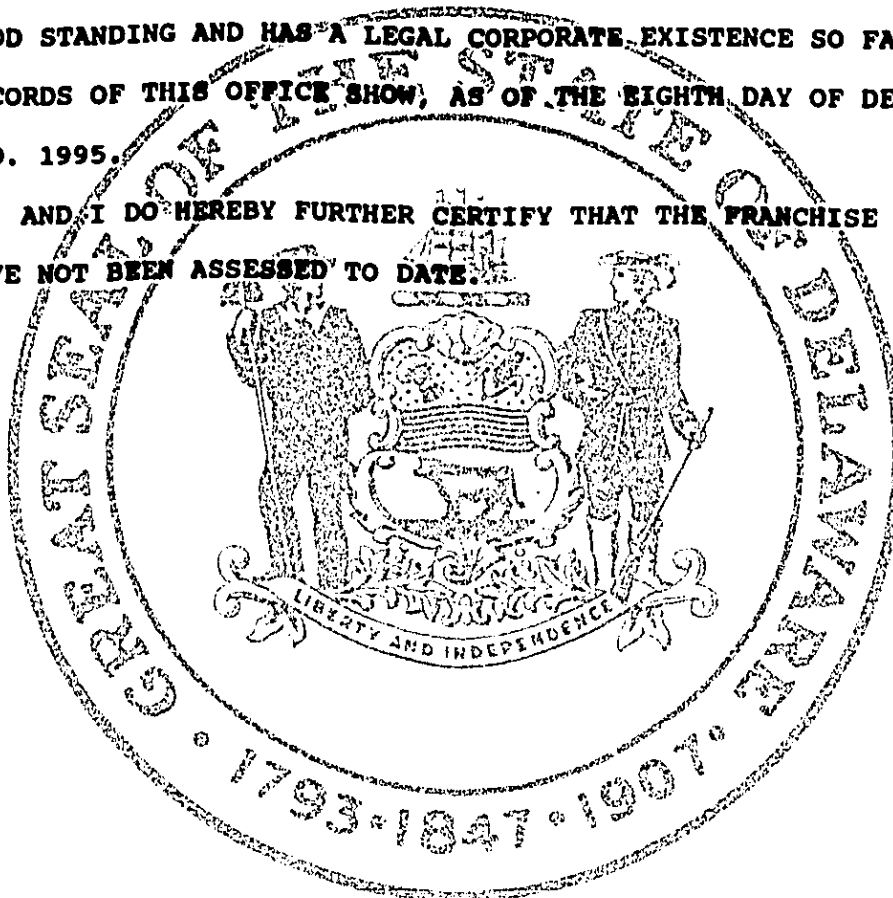
**Officers of
ESA Acquisitions, Inc.**

1. George Dean Johnson, Jr., Chairman of the Board/President
200 S. Andrews Avenue
Ft. Lauderdale, Florida 33301
2. Robert A. Brannon, Secretary/Treasurer
200 S. Andrews Avenue
Ft. Lauderdale, Florida 33301
3. Gregory R. Moxley, Assistant Secretary/Assistant Treasurer
961 East Main Street
Spartanburg, South Carolina 29302

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ESA ACQUISITIONS, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE EIGHTH DAY OF DECEMBER, A.D. 1995.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAX HAVE NOT BEEN ASSESSED TO DATE.



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 DEC 23 PM 12:32



Edward J. Freel

Edward J. Freel, Secretary of State

2472298 8300

950287570

AUTHENTICATION:

7742134

DATE:

12-08-95

Document Number Only

F95000006066

CT CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301 222-1092

City

State

Zip

Phone

000001737200
-03/08/96--01022--016
*****35.00 *****35.00

CORPORATION(S) NAME

ESA Acquisitions, Inc.
changing its name to
ESA Properties, Inc.

FILED
96 MAR -8 PM 1:03
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Profit
 NonProfit

Amendment

Merge

Foreign

Dissolution/Withdrawal

Mark

Limited Partnership

Annual Report

Other

Reinstatement

Reservation

Change of R.A.

Certified Copy

Photo Copies

Fic. Name

CUS

Call When Ready

Call if Problem

After 4:30

Walk In

Pick Up

Mail Out

Name Availability
Document Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

3-8

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NAME
Change
3/11/96
DC

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MAR -8 AM 10:40
SECRETARY OF CORPORATION

CR2E031 (1-89)

**APPLICATION BY FOREIGN CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN
FLORIDA**

SECTION I (1-3 must be completed)

1. ESA Acquisitions, Inc.
Name of corporation as it appears within the records of the Department of State.
2. Incorporated under laws of: Delaware
3. Date authorized to do business in Florida: December 13, 1995

FILED
MAR - 9 PH 1:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SECTION II (4-7 complete only the applicable changes)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation?

February 21, 1996

5. Name of corporation after the amendment, adding suffix "corporation," "company," "incorporated," or appropriate abbreviation, if not contained in new name of the corporation:

ESA Properties, Inc.

6. If the amendment changes the period of duration, indicate new period of duration.

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

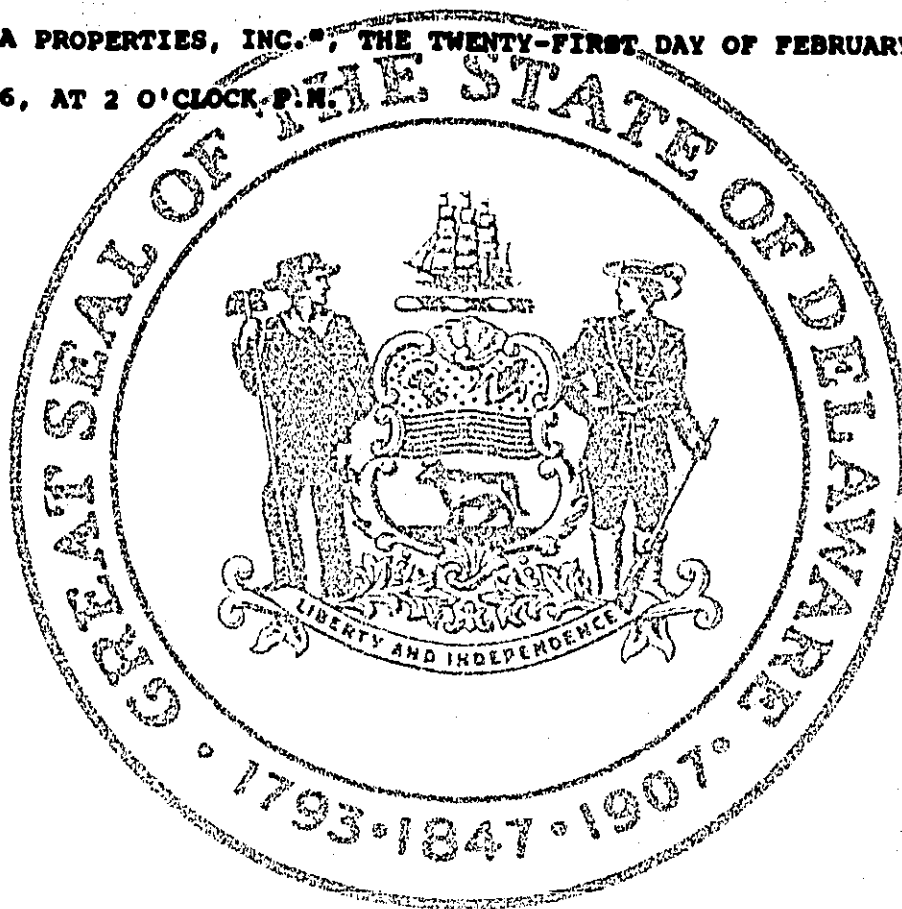
George Dean Johnson, Jr.
Signature
Name and Title

3/1/96
Date

George Dean Johnson, Jr.

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE SAID "ESA ACQUISITIONS, INC.", FILED A CERTIFICATE OF AMENDMENT, CHANGING ITS NAME TO "ESA PROPERTIES, INC.", THE TWENTY-FIRST DAY OF FEBRUARY, A.D. 1996, AT 2 O'CLOCK P.M.



Edward J. Freel

Edward J. Freel, Secretary of State

2472298 8320

960065481

AUTHENTICATION:

7854753

DATE:

03-06-96

F 95000006066

Requestor's Name
 450 F. LANS CHAS PROP BLDG
 Address
 5-1100
 Ft Lauderdale FL 33301
 City/State/Zip Phone #

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. _____ (Corporation Name) (Document #)
2. _____ (Corporation Name) (Document #)
3. _____ (Corporation Name) (Document #)
4. _____ (Corporation Name) (Document #)

FILED
 97 MAY -9 AM 11:44
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

- Walk in Pick up time _____ Certified Copy
 Mail out Will wait Photocopy Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

600002173146--2
 -05/09/97--01090--011
 *****35.00 *****35.00

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

*Wagner
 10/26
 5-15*

Examiner's Initials

**APPLICATION BY FOREIGN CORPORATION FOR WITHDRAWAL OF
AUTHORITY TO TRANACT BUSINESS OR CONDUCT AFFAIRS IN FLORIDA**

ESA PROPERTIES, INC.

(Name of Corporation)

DELAWARE

(Incorporated Under Laws Of)

This corporation is no longer transacting business or conducting affairs within the State of Florida and hereby voluntarily surrenders its authority to transact business or conduct affairs in Florida.

This corporation revokes the authority of its registered agent in Florida to accept service on its behalf and appoints the Department of State as its agent for service of process based on a cause of action arising during the time it was authorized to transact business or conduct affairs in Florida.

The following is a current mailing address to which the Department of State may mail a copy of any process against this corporation that may be served on the Department.

450 E. LAS OLAS BLVD STE 1100

(Mailing Address)

FT LAUDERDALE, FL 33301

(City/ State /Zip)

FILED
97 MAY -9 AM 11:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The corporation agrees to notify the Department of State in the future of any change in its mailing address.



Signature

TREASURER

Title

ROBERT A. BRANNON

Typed or printed name

05/02/97

Date