

12-11-1995 4:55PM

FROM QUALEX-WITT, INC 904 765 9886

P. 3

12-11-1995 12:00

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TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

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-12/15/95--01101--021
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SUBJECT: EMERALD FINANCE L.L., INC. (INCORPORATED)
(Name of corporation - must include state)

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:

MR. HARRY G. WITT, AGENT FOR SERVICE OF PROCESS
(Name of Person)

EMERALD FINANCE L.L., INC., (INCORPORATED)
(Name/Company)

7525 NORTH SHORE DRIVE
(Address)

JACKSONVILLE, FLORIDA 32208
(City/State/Zip)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 DEC 14 PM 1:11



Should you need to call someone concerning this matter, please call:

MR. HARRY G. WITT
(Name of Person)

at (904) 765-4721
(Area Code & Daytime Telephone Number)

John E. Southard 12/11/95

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

12-11-1995 4:51PM
12-11-95 12:02PM

FROM OUALEX-WITT, INC 904 705 9885
TO 619047659386

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P. 4

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. EMERALD FINANCE L.L.C. INC.

(Name of corporation must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of this import in language as well clearly indicate that it is a corporation instead of a natural person, or partnership if not so contained in the state of origin.)

2. BEAR COUNTY, TEXAS

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

3. 74-2758059

(FBI number, if applicable)

4. AUGUST 16, 1995

(Date of incorporation)

5. PERPETUAL

(Duration: Year corp. will exist or "perpetual")

6. FIRST TRANSACTION TO BE STARTED UPON APPROVAL OF DOCUMENTATION

(Date first transaction business in Florida. (See sec. 607.1501, 607.1502, and 607.1503, F.S.))

7. EMERALD FINANCE L.L.C. INC.

2510 NATIONSBANK PLAZA, 300 CONVENT, SAN ANTONIO, TEXAS 78205

(Current mailing address)

8. FINANCE

(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: MR. HARRY G. WITT

Office Address: 7525 NORTH SHORE DRIVE

JACKSONVILLE, Florida, 32208

(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.

[Signature]
(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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12-11-1995 4:51PM
12-11-95 12:42PM

FROM QUALEX-WITT, INC 984 785 8868

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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: MR. EDWIN C. SOUTHWELL

Address: 2510 NATIONSBANK PLAZA, 300 CONVENT, SAN ANTONIO, TEXAS

Vice Chairman: MR. CRAIG L. AUSTIN

Address: 2510 NATIONSBANK PLAZA, 300 CONVE. T, SAN ANTONIO, TEXAS

Director: RUBY LOUISE SOUTHWELL

Address: 2510 NATIONSBANK PLAZA, 300 CONVENT, SAN ANTONIO, TEXAS

Director: _____

Address: _____

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

President: MR. EDWIN C. SOUTHWELL

Address: 2510 NATIONSBANK PLAZA, 300 CONVENT
SAN ANTONIO, TEXAS 78025

Vice President: MR. CRAIG L. AUSTIN

Address: 2510 NATIONSBANK PLAZA, 300 CONVENT
SAN ANTONIO, TEXAS 7802

Secretary: RUBY LOUISE SOUTHWELL

Address: 2510 NATIONSBANK PLAZA, 300 CONVENT
SAN ANTONIO, TEXAS 7802

Treasurer: MR. EDWIN C. SOUTHWELL

Address: 2510 NATIONSBANK PLAZA, 300 CONVENT
SAN ANTONIO, TEXAS 7802

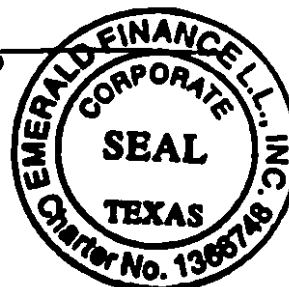
NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. *Edwin C. Southwell* 12/11/95

(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. MR. EDWIN C. SOUTHWELL, PRESIDENT

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



**RESOLUTION OF THE BOARD OF
DIRECTORS OF EMERALD FINANCE
L.L., INC.**

ON THE DATES BELOW WRITTEN, ALL MEMBERS OF THE BOARD OF DIRECTORS OF THE EMERALD FINANCE L.L., INC, A TEXAS CORPORATION, HELD A BOARD OF DIRECTORS MEETING BY CONFERENCE TELEPHONE AS PROVIDED BY THE CORPORATIONS BY-LAWS. IT HAS BEEN VOTED AND AGREED, THAT EDWIN C SOUTHWELL BE ELECTED TO THE POST OF PRESIDENT OF EMERALD FINANCE L.L., INC, AND IS AUTHORIZED TO OPEN COMMERCIAL BANKING ACCOUNTS AND TO DO ALL TRANSACTIONS NECESSARY TO CONDUCT THE AFFAIRS FOR AND ON THE BEHALF OF THE CORPORATION.

IT IS, THEREFORE, **RESOLVED** BY THE BOARD OF DIRECTORS OF THE EMERALD FINANCE L.L., INC., THAT MR. HARRY G. WITT, BE AND HEREBY IS APPOINTED AS REGISTERED AGENT FOR EMERALD FINANCE L.L., INC., FOR SERVICE OF PROCESS.

DONE AT SAN ANTONIO, TEXAS, THIS 11TH DAY OF DECEMBER, 1995.




EDWIN C. SOUTHWELL, DIRECTOR


CRAIG L. AUSTIN, DIRECTOR



RUBY LOUISE SOUTHWELL, DIRECTOR

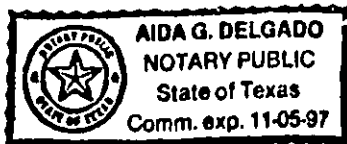
ATTEST:


RUBY LOUISE SOUTHWELL, SECRETARY


CRAIG L. AUSTIN, VICE PRESIDENT
AND GENERAL COUNSEL

SUBSCRIBED AND SWORN TO BEFORE ME, THE UNDERSIGNED AUTHORITY,
THIS 11TH DAY OF DECEMBER, 1995 by *Craig Austin and Edwin Southwell*


NOTARY PUBLIC





The State of Texas

SECRETARY OF STATE

IT IS HEREBY CERTIFIED, that
Articles of Incorporation
of

EMERALD FINANCE L.L. INC.

were filed in this office and a certificate of incorporation was issued on
AUGUST 16, 1995;

IT IS FURTHER CERTIFIED, that no certificate of dissolution has been issued, and
that the corporation is still in existence.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 DEC 14 PM 1:11



*IN TESTIMONY WHEREOF, I have hereunto
signed my name officially and caused to be
impressed hereon the Seal of State at my office in
the City of Austin, on December 13, 1995.*

1077.

Antonio O. Garza, Jr.
Secretary of State

PH