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CT CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301 222-1092

City State Zip Phone

CORPORATION(S) NAME

20000017014177
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*****70.00 *****70.00

DIVISION OF CORPORATION

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Black Diamond Capital Corporation

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| <input type="checkbox"/> NonProfit | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Limited Liability | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input checked="" type="checkbox"/> Foreign | <input type="checkbox"/> Reservation | <input type="checkbox"/> Change of N.A. |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> Fic. Name |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Call If Problem | <input type="checkbox"/> CUS |
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**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION
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. Black Diamond Capital 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. Delaware

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

3. Pending - Applied For

(FEI number, if applicable)

4. January 22, 1996

(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 617.156, F.S.))

7. 1415 Fouik Road, Suite 100

Wilmington, DE 19803

(Current mailing address)

8. Real Estate
Holding Company

(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

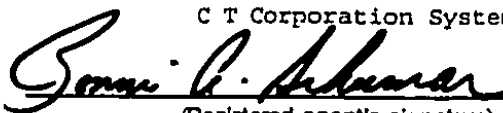
Plantation, Florida, 33324

(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)

Bonnie A. Schuman, Asst. Sec.

(Type Name and Title of Officer)

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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: Robert Rothman

Address: 100 N. Tampa Street, Suite 3600
Tampa, FL 33602

Vice Chairman: _____

Address: _____

Director: Kim P. Buchanan

Address: 100 N. Tampa Street Suite 3600
Tampa, FL 33602

Director: _____

Address: _____

B. OFFICERS

President: Robert Rothman

Address: 100 N. Tampa Street, Suite 3600
Tampa, FL 33602

Vice President: Kim P. Buchanan

Address: 100 N. Tampa Street, Suite 3600
Tampa, FL 33602

Secretary: Deanna Voss

Address: 1415 Foulk Road, Suite 100
Wilmington, DE 19803

Treasurer: Kim P. Buchanan

Address: 100 N. Tampa Street, Suite 3600

Tampa, FL 33602

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

13.

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

14. Deanna Voss, Vice President and Secretary

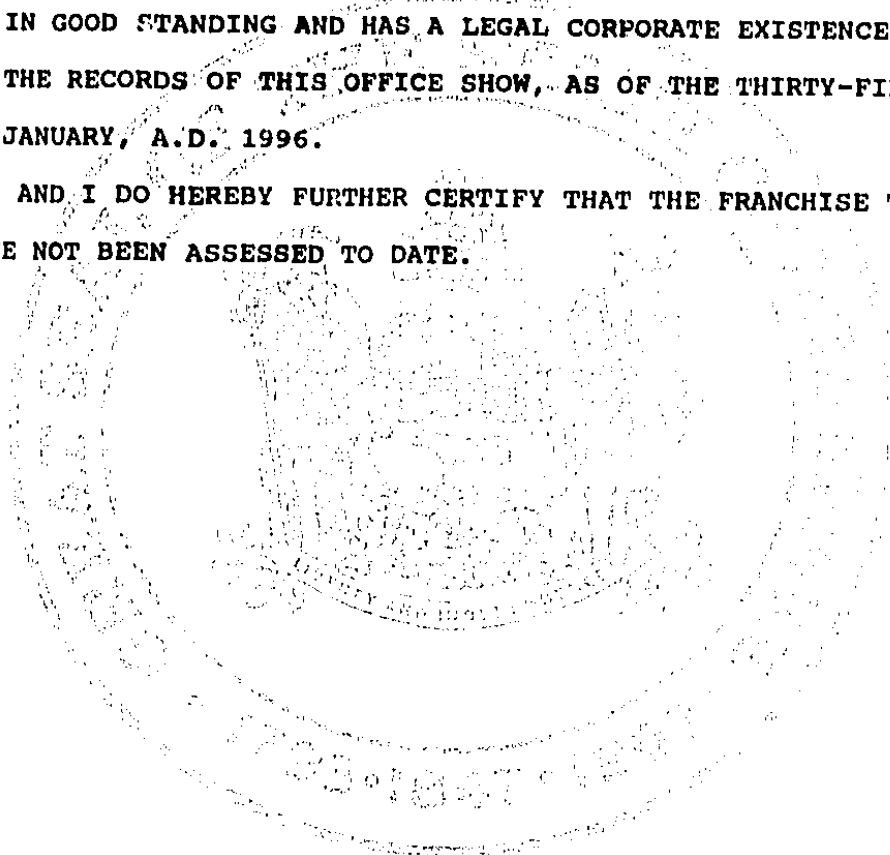
(Typed or printed name and capacity of person signing application)

State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "BLACK DIAMOND CAPITAL CORPORATION" 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 THIRTY-FIRST DAY OF JANUARY, A.D. 1996.

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



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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION:

7810022

DATE:

01-31-96