

CT CORPORATION SYSTEM

F960000000817

1201 Peachtree Street, NE
Atlanta, GA 30361
Tel. 404 888 7796
Fax 404 888 7795

February 9, 1996

Secretary of State
Corporate Records Bureau
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: Compleat Resource Group, Inc. (DE)
Order #: 465241

Gentlemen:

000001713232
-02/13/96--01062--002
*****70.00 *****70.00

As requested by counsel, we enclose for filing a qualification on behalf of this corporation, together with funds in payment of the required fees. This document should be filed upon receipt.

Evidence of the filing should be returned to this office.

If you have any questions or if for any reason the filing cannot be effected promptly, please notify this office of the details by calling our toll-free number: 1-800-241-8922.

Very truly yours,



Kimberly E. Zirkle
Associate Customer Specialist

Enclosure(s)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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2/19

**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. Complant Resource 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. Delaware

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

3. 57-1077295

(FEI number, if applicable)

4. July 6, 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. 102 Woodmont Boulevard, Suite 400
Memphis, Tennessee 37205

(Current mailing address)

8. To engage in any lawful act or activity for which corporations may be organized
under the General Corporation Law of the State of Delaware

(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

Mary R. Adams

(Registered agent's signature) (Officer)

Mary R. Adams, 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: John E. Jacques

Address: 102 Woodmont Blvd., Suite 400

Nashville, Tennessee 37205

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

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.

RENEE M. BUECKLER, Dist Sec
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14.

RENEE M. BUECKLER, Dist Sec
(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
Compleat Resource Group, Inc.**

1. John F. Jacques, CEO
102 Woodmont Blvd., Suite 400
Nashville, Tennessee 37205
2. John K. Lines, Vice President/Secretary
One Insignia Financial Plaza
Greenville, S. C. 29601
3. Ronald Uretta, Vice President/Treasurer
One Insignia Financial Plaza
Greenville,, S. C. 29601
4. Kelley M. Buechler, Assistant Secretary
One Insignia Financial Plaza
Greenville, S. C. 29601
5. Martha Long, Controller
One Insignia Financial Plaza
Greenville, S. C. 29601

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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 "COMPLEAT RESOURCE GROUP, 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 SIXTH DAY OF FEBRUARY, A.D. 1996.

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 FEB 13 AM 10:47




Edward J. Freel, Secretary of State

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AUTHENTICATION:

7817212

DATE:

02-06-96