

F96000000860

TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: SMITH JAMES GROUP INC.
(Name of corporation - must include suffix)

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:

700001718867
-02/20/96--01049--008
*****78.75 *****78.75

PEGGY MATHIEWS
(Name of Person)

SMITH JAMES GROUP, INC.
(Firm/Company)

11660 ALPHARETTA Hwy, SUITE 515
(Address)

ROSWELL, GA. 30076
(City/State/Zip)

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

PEGGY MATHIEWS
(Name of Person)

at 770 667-0212 x213
(Area Code & Daytime Telephone Number)

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

HC 2/21

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 FEB 20 AM 10:05

**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. SMITH JAMES 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. GEORGIA
(State or country under the law of which it is incorporated)
3. 58-1944212
(FBI number, if applicable)
4. 5/23/91
(Date of Incorporation)
5. PERPETUAL
(Duration: Year corp. will cease to exist or "perpetual")
6. WILL BEGIN UPON DATE ISSUED CERTIFICATE OF AUTHORITY, IF
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.) LATER)
7. 11660 ALPHARETTA HIGHWAY, SUITE 515
ROSWELL, GA 30076
(Current mailing address)
8. TO PROVIDE EXECUTIVE SEARCH SERVICES
(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: WILLIAM G. BLEDSOE
Office Address: 178 VIA DE LA REINA
MERRITT ISLAND, Florida, 32953
(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.

William G. Bledsoe
(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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DIVISION OF CORPORATIONS
96 FEB 20 AM 10:05

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: JAMES SOUTOURAS

Address: 11660 ALPHARETTA Hwy, SUITE 515, ROSWELL, GA 30076

Vice Chairman: R. MICHAEL SMITH

Address: 11660 ALPHARETT Hwy, SUITE 515
ROSWELL, GA. 30076

Director:

Address:

Director:

Address:

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

President: JAMES SOUTOURAS

Address: 11660 ALPHARETTA Hwy, SUITE 515
ROSWELL, GA. 30076

Vice President: R. MICHAEL SMITH

Address: 11660 ALPHARETTA Hwy, SUITE 515
ROSWELL, GA. 30076

Secretary: R. MICHAEL SMITH

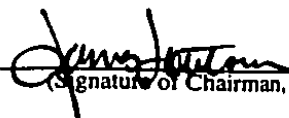
Address: SAME AS ABOVE

Treasurer: R. MICHAEL SMITH

Address: SAME AS ABOVE

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.

JAMES SOUTOURAS DIRECTOR & PRESIDENT

(Typed or printed 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 : 960391018
CONTROL NUMBER : 9109003
DATE INC/AUTH/FILED: 05/23/1991
JURISDICTION : GEORGIA
PRINT DATE : 02/08/1996
FORM NUMBER : 211

SMITH JAMES GROUP INC.
ATTN PEGGY MATHIEWS
11660 ALPHARETTA HWY., STE. 515
ROSWELL GA 30076

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DIVISION OF CORPORATIONS
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CERTIFICATE OF EXISTENCE

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

SMITH JAMES GROUP, 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.

Lewis A. Massey
LEWIS A. MASSEY
SECRETARY OF STATE

