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FLORIDA DIVISION OF CORPORATIONS
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DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399
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FROM: HOLLAND & KNIGHT
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(((H96000004155))) DOCUMENT TYPE: FOREIGN PROFIT QUALIFICATION

NAME: SEEFRIED PROPERTIES, INC.
FAX AUDIT NUMBER: H96000004155
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DIVISION OF CORPORATIONS
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03/22/96 PM 1:03

STATEMENT OF FOREIGN CORPORATION FOR AUTHORIZATION TO
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. Geofried Properties, 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. 58-2150167
(FEI number, if applicable)
4. 5/10/84
(Date of incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. March 1996
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 617.155, F.S.))
7. 4200 Northside Parkway, 10 North Parkway Square, N. W.
Atlanta, Georgia 30327
(Current mailing address)
8. any and all lawful purposes
(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: William J. Spittler
Office Address: c/o Seefried Properties
9025 Boggy Creek Road, Unit 4
Orlando, Florida, 32824
(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.

WJ Spittler
(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.

This instrument prepared by: John R. Dierking, Florida Bar No. 933619
Holland & Knight P.O. Box 1526 Orlando, Florida 32802 407 / 426-8500

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FROM HOLLAND & KNIGHT ORLANDO 407-244-5288 (FRI) 3.22'96 12:19/ST. 12:18/NO. 3760116363 P

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12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: FERDINAND G. SEEFRIED

Address: 10 N. PARKWAY SQ., 4200 NORTHSIDE PKWY, NW
ATLANTA, GA 30327

Director: _____

Address: _____

B. OFFICERS

President: Ferdinand C. Seefried

Address: 10 North Parkway Square 4200 Northside Parkway, N.W.
Atlanta, Georgia 30327

Executive Vice President: Robert S. Rakusin

Address: 10 North Parkway Square 4200 Northside Parkway, N.W.
Atlanta, Georgia 30327

Secretary: Brigitte Hekers

Address: 10 North Parkway Square 4200 Northside Parkway, N.W.
Atlanta, Georgia 30327

Treasurer: _____

Address: _____

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

13. Robert S. Rakusin
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. ROBERT S. RAKUSIN, EXECUTIVE VICE PRESIDENT

H96000004155

Secretary of State
Business Information and Services
Suite 315, West Tower
2 Martin Luther King Jr. Dr.
Atlanta, Georgia 30334-1530

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HOLLAND & KNIGHT
WENDY CHAMBERS
1360 PEACHTREE ST., N.E., N.E.
ATLANTA, GA 303093209

CERTIFICATE OF EXISTENCE

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

SEEFRIED PROPERTIES, 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