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TALLAHASSEE, FL 32301-2607  
904-222-0171  
1-222-0111 FAX

800-342-8086

**CSC networks**  
PREMIER LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 031659 101788A

AUTHORIZATION *Patricia Pyzdek*

COST LIMIT : \$ 70.00 prepaid

ORDER DATE : July 25, 1996

ORDER TIME : 10:16 AM

ORDER NO. : 031659

CUSTOMER NO: 101788A

CUSTOMER: Ms. Wendy L. Trenchard  
Toc, Inc. 101 Marietta Street,  
Suite 3402

Atlanta, GA 30303

000001905750  
-07/26/96--01035--020  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

FOREIGN FILINGS

NAME: TOC, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX        PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Daniel W Leggett

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

96 JUL 26 PM 1:44

FILED

DIVISION OF CORPORATION

96 JUL 25 PM 12:11

RECEIVED

*Pyzdek*

**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. LOC, 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. 58-2241461

(FEI number, if applicable)

4. 12/5/95

(Date of Incorporation)

5. Perpetual

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

6. Has not transacted business as of 7/17/96.

(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.)

7. P.O. Box 849

Atlanta, GA 30301

(Current mailing address)

8. Management Company, Program Management, Construction Management, etc.  
(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: Corporation Service Company

Office Address: 1201 Hays Street, Suite 105

Tallahassee

, Florida, 32301  
(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.*

Corporation Service Company

By: John S. Hoeningmann

(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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95 JUL 26 PM 1:44  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

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: Floyd Gary Thacker

Address: 101 Marietta Street, Suite 3402, Atlanta, GA 30303

Vice Chairman: N/A

Address: \_\_\_\_\_

Director: N/A

Address: \_\_\_\_\_

Director: N/A

Address: \_\_\_\_\_

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

President: Floyd Gary Thacker

Address: 101 Marietta Street, Suite 3402  
Atlanta, GA 30303

Vice President: N/A

Address: \_\_\_\_\_

Secretary: Jan Prisby Bryson

Address: 101 Marietta Street, Suite 3402  
Atlanta, GA 30303

Treasurer: Anthony Thacker

Address: 101 Marietta Street, Suite 3402  
Atlanta, GA 30303

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

13. Jan P. Bryson

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

14. Jan Prisby Bryson

Secretary of TOC, Inc.

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

State of Delaware  
Office of the Secretary of State

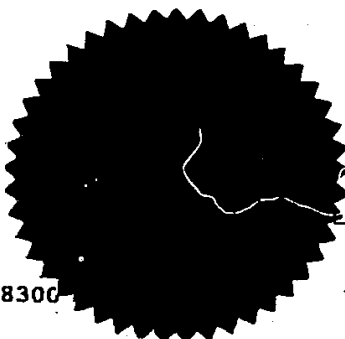
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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "TOC, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE THIRTY-FIRST DAY OF MAY, A.D. 1996.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

96 JUL 26 PM 1:44

FILED



*Edward J. Freel*

Edward J. Freel, Secretary of State

2568383 8300

960155101

AUTHENTICATION:

DATE:

7967363

05-31-96