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TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

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-10/18/96--01061--010
*****70.00 *****70.00

SUBJECT: Barham and Associates, 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:

Rodney E. Barham
(Name of Person)

Barham and Associates, Inc.
(Firm/Company)

5 Miracle Strip Loop, Suite 11
(Address)

Panama City Beach, FL 32407
(City/State/Zip)

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

Rodney E. Barham at (904) 230-8018
(Name of Person) (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

**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. Barham and Associates, Incorporated
(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. Tennessee 3. 62-1271844
(State or country under the law of which it is incorporated) (FBI number, if applicable)
4. April 1986 5. _____
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. None At This Time
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
7. Barham and Associates, Incorporated
5 Miracle Strip Loop, Suite 11, Panama City Beach, FL 32407
(Current mailing address)
8. Branch Office In Florida
(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)**

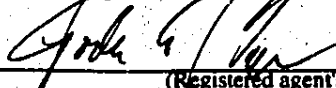
Name: Rodney E. Barham

Office Address: 5 Miracle Strip Loop, Suite 11

Panama City Beach, Florida, 32407
(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.



(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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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: Rodney E. Barham

Address: 218 South Glades Trail

Panama City Beach, Florida 32407

Vice Chairman: _____

Address: _____

Director: Sherman T. Mynatt

Address: 8431 Chimneyrock

Cordova, TN 38018

Director: William M. Cain

Address: 2712 Cross Vine Cove, N.

Cordova, TN 38018

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

President: Rodney E. Barham

Address: 218 South GLades Trail

Panama City Beach, FL 32407

Vice President: _____

Address: _____

Secretary: Sherman T. Mynatt

Address: 8431 Chimneyrock

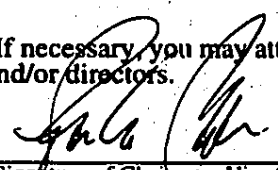
Cordova, TN 38018

Treasurer: William M. Cain

Address: 2712 Cross Vine Cove, N.

Cordova, TN 38018

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. Rodney E. Barham, President
(Typed or printed name and capacity of person signing application)

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Secretary of State
Corporations Section
James K. Polk Building, Suite 1800
Nashville, Tennessee 37243-0306

ISSUANCE DATE: 10/10/1996
REQUEST NUMBER: 3227-1982
TELEPHONE CONTACT: (615) 741-6488

CHARTER/QUALIFICATION DATE: 04/02/1986
STATUS: ACTIVE
CORPORATE EXPIRATION DATE: PERPETUAL
CONTROL NUMBER: 0170551
JURISDICTION: TENNESSEE

TO:
BARHAM & ASSOCIATES, INC.
AT: LISA SPARKS
993 REDDOCK COVE
MEMPHIS, TN 38119

REQUESTED BY:
BARHAM & ASSOCIATES, INC.
AT: LISA SPARKS
993 REDDOCK COVE
MEMPHIS, TN 38119

CERTIFICATE OF EXISTENCE

I, RILEY C DARNELL, SECRETARY OF STATE OF THE STATE OF TENNESSEE DO HEREBY CERTIFY THAT

"BARHAM AND ASSOCIATES, INC."

IS A CORPORATION DULY INCORPORATED UNDER THE LAW OF THIS STATE WITH DATE OF
INCORPORATION AND DURATION AS GIVEN ABOVE,
THAT ALL FEES, TAXES, AND PENALTIES OWED TO THIS STATE WHICH AFFECT THE
EXISTENCE OF THE CORPORATION HAVE BEEN PAID,
THAT THE MOST RECENT CORPORATION ANNUAL REPORT REQUIRED HAS BEEN FILED
WITH THIS OFFICE, AND
THAT ARTICLES OF DISSOLUTION HAVE NOT BEEN FILED, AND
THAT ARTICLES OF TERMINATION OF CORPORATE EXISTENCE HAVE NOT BEEN FILED

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FOR: REQUEST FOR CERTIFICATE

ON DATE: 10/10/96

FROM:
BARHAM & ASSOCIATES, INC.
993 REDDOCK COVE
MEMPHIS, TN 38119-0000

RECEIVED:	FEES	
	\$10.00	\$10.00
TOTAL PAYMENT RECEIVED:		\$20.00

RECEIPT NUMBER: 00002018912
ACCOUNT NUMBER: 00153646



Riley C Darnell

RILEY C. DARNELL
SECRETARY OF STATE