



1201 HAYS STREET
TALLAHASSEE, FL 32301-2607

800-342-8086

F96000006018

ACCOUNT NO. : 072100000032

REFERENCE : 152025 4321040

AUTHORIZATION :

COST LIMIT : \$ 70.00

Patricia Pyzdek

ORDER DATE : November 12, 1996

ORDER TIME : 10:59 AM

ORDER NO. : 152025-005

CUSTOMER NO: 4321040

W96-24/80

200002004992--8

CUSTOMER: Ms. Janet M. Melancon
Schiff Hardin & Waite
7200 Sears Tower
233 South Wacker Drive
Chicago, IL 60606

FOREIGN FILINGS

NAME: APAM HOLDINGS 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: Juan E Jones

FILED
96 NOV 14 PM 1:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
96 NOV 14 PM 12:25
DIVISION OF CORPORATION

11/18

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RESUBMIT

96 NOV 18 PM 12:26
DIVISION OF CORPORATION

FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

Please give original
submission date as file date.

November 14, 1996

CSC NETWORKS, INC.
ATTN: JUAN E. JONES

SUBJECT: APAM HOLDINGS, INC.
Ref. Number: W96000024180

We have received your document(s) in this office, however, the document is being returned for the following:

The date first transacted business in Florida within the meaning of s. 607.1501 or 608.501, F.S., must be set forth in section 6 of the application. If the corporation/limited liability company has not yet transacted business in Florida within this meaning, please insert the words "upon qualification" in lieu of a date. (Note: Pursuant to s. 607.1502(4), F.S., this office collects a civil penalty of \$1000 for each year other than the application filing year, that a foreign corporation or limited liability company transacts business in this state without authority along with the past annual report fees due this office.)

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6958.

Lee Rivers
Document Examiner

Letter Number: 096A00052013

**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. APAM Holdings, 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. Applied for
(FBI number, if applicable)
4. October 16, 1996
(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 817.1503, F.S.))
7. 201 East Pine Street, Suite 600, Orlando, Florida 32801
(Current mailing address)
8. Investments
(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: Dr. J. Anthony Huggins

Office Address: 201 East Pine Street, Suite 600
Orlando, Florida, 32801
(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.

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: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Dr. J. Anthony Huggins

Address: 201 East Pine Street, Suite 600, Orlando, Florida 32801

Director: Dr. Jon M. Knight

Address: 201 East Pine Street, Suite 600, Orlando, Florida 32801

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

President: Dr. J. Anthony Huggins

Address: 201 East Pine Street, Suite 600, Orlando, Florida 32801

Vice President: Dr. Jon M. Knight

Address: 201 East Pine Street, Suite 600, Orlando, Florida 32801

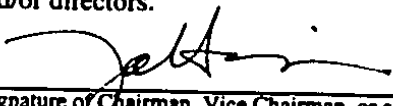
Secretary: Dr. Jon M. Knight

Address: 201 East Pine Street, Suite 600, Orlando, Florida 32801

Treasurer: _____

Address: _____

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. J. Anthony Huggins, President
(Typed or printed name and capacity of person signing application)

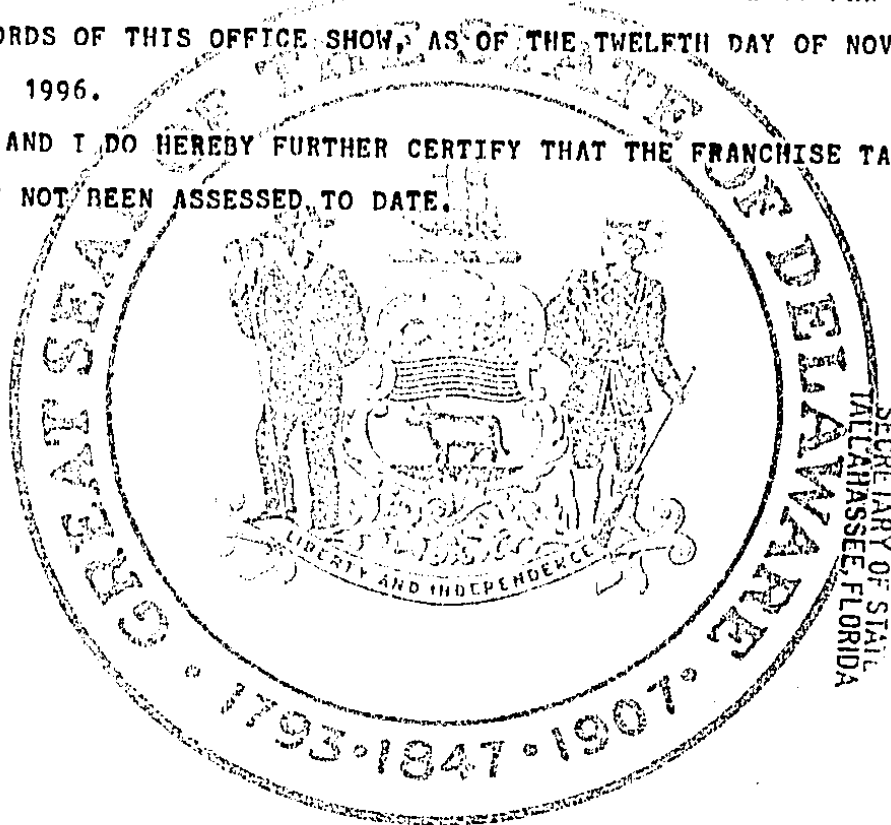
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TALLAHASSEE, FLORIDA
SEP 14 PM 1:26

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "APAM HOLDINGS, 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 TWELFTH DAY OF NOVEMBER, A.D. 1996.

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



SECRETARY OF STATE
TALLAHASSEE, FLORIDA

96 NOV 14 PM 1:26

FILED



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960328302

Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION: 8186516

DATE: 11-12-96