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November 18, 1996

Reply to Greenville Office
Direct Dial: (864) 240-3284

FEDERAL EXPRESS

Secretary of State
Corporate Records Bureau
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

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-11/20/96--01010--002
*****70.00 *****70.00

W96-24855

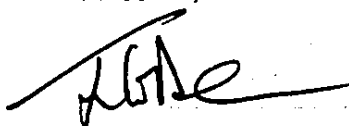
Dear Sir/Madam:

Please find enclosed for filing with your office a Form FL-2189, Application for Certificate of Authority, a check in the amount of Seventy Dollars (\$70) and a Certificate of Existence for Modern Continental South, Inc. I would appreciate your notifying me at your earliest convenience once this application has been filed.

Please don't hesitate to call me with any questions you may have regarding this letter, the enclosures or any other aspect of this matter.

Very truly yours,

HAYNSWORTH, MARION, McKAY & GUÉRARD, L.L.P.



Frank T. Davis, III

FTD/mab
Enclosures

cc: Donald D. White
President
Modern Continental South, Inc.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
DEC - 9 AM 8:25

mtm
12/9



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

November 25, 1996

HAYNSWORTH, MARION, MCKAY & GUERARD, L.L.P.
P.O. BOX 2048
GREENVILLE, SC 29602

SUBJECT: MODERN CONTINENTAL SOUTH, INC.
Ref. Number: W96000024855

We have received your document for MODERN CONTINENTAL SOUTH, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The person that signed is not listed as an officer. One of the officers that is listed would need to sign.

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) 487-6097.

Michael Mays
Document Specialist

Letter Number: 996A00053360

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 DEC -9 AM 8:26

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION
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. MODERN CONTINENTAL SOUTH, 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. South Carolina

(State or country under the law of which it is incorporated)

3. PENDING

(FEI number, if applicable)

4. 10/29/96

(Date of incorporation)

5. PERPETUAL

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

6. DECEMBER 1, 1996

(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 617.136, F.S.))

7. 1200 WOODRUFF ROAD, SUITE C-34

GREENVILLE, SC 29607

(Current mailing address)

8. CONSTRUCTION

(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: CT CORPORATION SYSTEM

c/o CT CORPORATION SYSTEM

Office Address: 1200 SOUTH PINE ISLAND ROAD

PLANTATION, Florida, 33324

(Zip Code)

10. Registered agent 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 obligation of my position as registered agent.


(Registered agent's signature) (Officer)

Mary R. Adams, Assistant Secretary

(Type Name and Title of Officer)

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SECRETARY OF STATE
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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:

A. **DIRECTORS** - NO DIRECTORS - SOUTH CAROLINA STATUTORY CLOSE CORPORATION. POWERS OF BOARD OF DIRECTORS HAVE BEEN RESERVED BY SHAREHOLDERS.

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. **OFFICERS**

President: DONALD D. WHITE

Address: 1200 WOODRUFF ROAD, SUITE C-34

GREENVILLE, SC 29607

Vice President: WILLIAM TAYLOR

Address: 1200 WOODRUFF ROAD, SUITE C-34

GREENVILLE, SC 29607

Secretary: WILLIAM TAYLOR

Address: 1200 WOODRUFF ROAD, SUITE C-34

GREENVILLE, SC 29607

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DIVISION OF CORPORATIONS
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Treasurer: WILLIAM G. BIND

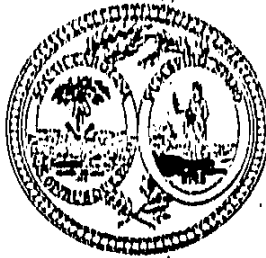
Address: 1200 WOODRUFF ROAD, SUITE C-34
GREENVILLE, SC 29607

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

13. Wm. K. Taylor
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)
14. WILLIAM TAYLOR, VICE PRESIDENT
(Typed or printed name and capacity of person signing application)

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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The State of South Carolina



Office of Secretary of State Jim Miles **Certificate of Existence**

I, Jim Miles, Secretary of State of South Carolina Hereby certify that:

MODERN CONTINENTAL SOUTH, INC.,
a corporation duly organized under the laws of the State of South Carolina on **October 29th, 1996**, and having a perpetual duration unless otherwise indicated below, has as of the date hereof filed all reports due this office, paid all fees, taxes and penalties owed to the Secretary of State, that the Secretary of State has not mailed notice to the Corporation that it is subject to being dissolved by administrative action pursuant to Section 33-14-210 of the South Carolina Code, and that the corporation has not filed articles of dissolution as of the date hereof.

Given under my Hand and the Great Seal of
the State at Columbia this 6th day of
November, 1996.

A handwritten signature in cursive script, reading "Jim Miles".

Jim Miles, Secretary of State

Note: This certificate does not contain any representation concerning fees or taxes owed by the Corporation to the South Carolina Tax Commission or whether the Corporation has filed the annual report with the Tax Commission. If it is important to know whether the Corporation has paid all taxes due to the State of South Carolina, and has filed the annual reports, a certificate of compliance must be obtained from the Tax Commission.

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DIVISION OF CORPORATIONS