

1201 HAYN STREET
F96000006662 800 342-786



PRENTICE HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 193668 4320229

AUTHORIZATION

COST LIMIT

Patricia Pizut
\$ 70.00

ORDER DATE : December 18, 1996

ORDER TIME : 10:0 AM

ORDER NO. : 193668-010

CUSTOMER NO: 4320229

700002033597--5

CUSTOMER: Ms. Tracey Fraser
Kilpatrick & Cody
Suite 2800
1100 Peachtree Street
Atlanta, GA 30309

FOREIGN FILINGS

NAME: MILLER FINANCIAL SERVICES
GROUP, INC.

12119

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Thelmon Washington

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 DEC 19 PM 12:05

RECEIVED
96 DEC 19 AM 10:29
DIVISION OF CORPORATION

**APPLICATION BY 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. Miller Financial Services Group, 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. Tennessee 3. 62-1660086
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. June 4, 1996 5. Perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. September 12, 1996
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.))

7. 401 Broad Street
Chattanooga, Tennessee 37402
(Current mailing address)

8. Financial Services (i.e. loans and leasing of motor vehicles).
(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: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee, Florida, 32301
(Zip Code)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 DEC 19 PM 5:05

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: Kelly A. Howley Kelly A. Howley
(Registered agent's signature) (Asst Sec)

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

Chairman: J. Vincent Mish

Address: 401 Broad Street
Chattanooga, Tennessee 37402

Vice Chairman: Jeffrey I. Badgley

Address: 8503 Hilltop Drive
Ooltewah, Tennessee 37363

Director: Frank Madonia

Address: 8503 Hilltop Drive
Ooltewah, Tennessee 37363

Director: _____

Address: _____

B. OFFICERS

President: J. Vincent Mish

Address: 401 Broad Street
Chattanooga, Tennessee 37402

Vice President: Jeffrey I. Badgley

Address: 8503 Hilltop Drive
Chattanooga, Tennessee 37363

Secretary: Frank Madonia

Address: 8503 Hilltop Drive
Chattanooga, Tennessee 37363

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. Frank Madonia Vice President and Secretary
(Typed or printed name and capacity of person signing application)

Secretary of State
Corporations Section
James K. Polk Building, Suite 1809
Nashville, Tennessee 37243-0306

ISSUANCE DATE: 11/25/1996
REQUEST NUMBER: 96330009
TELEPHONE CONTACT: (615) 741-6488

CHARTER/QUALIFICATION DATE: 06/04/1996
STATUS: ACTIVE
CORPORATE EXPIRATION DATE: PERPETUAL
CONTROL NUMBER: 0312918
JURISDICTION: TENNESSEE

TO:
THE SEARCH IS ON
PO BOX 120598
NASHVILLE, TN 37212

REQUESTED BY:
THE SEARCH IS ON
PO BOX 120598
NASHVILLE, TN 37212

CERTIFICATE OF EXISTENCE

I, RILEY C DARNELL, SECRETARY OF STATE OF THE STATE OF TENNESSEE DO HEREBY CERTIFY THAT
"MILLER FINANCIAL SERVICES GROUP, 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 ARTICLES OF DISSOLUTION HAVE NOT BEEN FILED, AND
THAT ARTICLES OF TERMINATION OF CORPORATE EXISTENCE HAVE NOT BEEN FILED

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 DEC 19 PM 12:05

FOR: REQUEST FOR CERTIFICATE

ON DATE: 11/25/96

FROM:
TSIO (BOX 120598)
P. O. BOX 120598
NASHVILLE, TN 37212-0000

	FEES	
RECEIVED:	\$190.00	\$170.00
TOTAL PAYMENT RECEIVED:		\$360.00

RECEIPT NUMBER: 00002035075
ACCOUNT NUMBER: 00000499



Riley C Darnell

RILEY C. DARNELL
SECRETARY OF STATE