

F97000005979



ACCOUNT NO. : 072100000032

REFERENCE : 585224 4321591

AUTHORIZATION : *Patricia Pysick*

COST LIMIT : \$ 70.00

ORDER DATE : October 31, 1997

ORDER TIME : 10:21 AM

ORDER NO. : 585224-005

CUSTOMER NO: 4321591

CUSTOMER: Susan Arnold, Legal Assistant
Troutman & Sanders LLP
600 Peachtree Street, N.E.
5200 Nationsbank Plaza
Atlanta, GA 30308-2216

FILED STATE
SECRETARY OF TREASURY
DIVISION OF CORPORATION
97 OCT 31 PM 1:32

W97-24793

FOREIGN FILINGS

NAME: PSC MANAGEMENT CORP.

900002334899--9

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Glisar

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97 OCT 31 AM 11:25
DIVISION OF CORPORATION

*Name conflict
pg 7-23324*



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

October 31, 1997

CSC

SUBJECT: PSC MANAGEMENT CORP.
Ref. Number: W97000024793

RESUBMIT

Please give original
submission date as file date.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 OCT 31 PM 1:32

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

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

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 (850) 487-6095.

Jennifer Sindt
Document Examiner

Letter Number: 997A00052894

97 NOV 12 PM 2:22
DIVISION OF CORPORATIONS

RESOLUTION OF BOARD OF DIRECTORS

(Please print or type)

I, the undersigned ROBERT A. DI PROVA, do hereby certify
 (Name)

that this Resolution of the Board of Directors of PSC MANAGEMENT CORP.

(Corporate Name)

a corporation duly organized and existing under the laws of the State of DELAWARE,

was duly adopted on OCTOBER 31, 1997.

Be it resolved, that PSC MANAGEMENT CORP.
 (Corporate Name)

organized and existing in the State of DELAWARE, hereby adopts the name

PSC MANAGEMENT CORP. OF DELAWARE for use in Florida.

Dated: 11-6-97

Robert A. Di Prova
 Signature of either Chairman, Vice Chairman or any officer

ROBERT A. DI PROVA
 Type or print name

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 SECRETARY OF STATE
 DIVISION OF CORPORATIONS
 97 OCT 31 PM 1:38

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. PSC Management Corp.
(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 3. 58-2301611
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 7-31-96 5. Perpetual
(Date of incorporation) (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 817.155, F.S.))

7. 3414 Peachtree Road, Suite 238

Atlanta, Georgia 30326

(Current mailing address)

8. to engage in any form or type of business for any lawful purpose not specifically prohibited under the laws of the State of 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: Corporation Service Company

Office Address: 1201 Hays Street

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.

By: [Signature]
(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: Ramie A. Tritt

Address: 3414 Peachtree Road, Suite 238
Atlanta, Georgia 30326

Vice Chairman: Gerald R. Benhamin

Address: 3414 Peachtree Road, Suite 238
Atlanta, Georgia 30326

Director: _____

Address: _____

Director: _____

Address: _____

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

President: Ramie A. Tritt

Address: 3414 Peachtree Road, Suite 238
Atlanta, Georgia 30326

Vice President: Richard D. Ballard

Address: 5555 Peachtree-Dunwoody Road, Suite 235
Atlanta, GA 30342

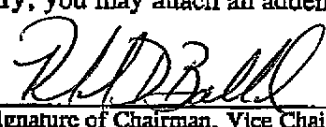
Secretary: Gerald R. Benjamin

Address: 3414 Peachtree Road, Suite 238
Atlanta, Georgia 30326

Treasurer: (CFO): Robert A. DiProva

Address: 5555 Peachtree-Dunwoody Road, Suite 235
Atlanta, GA 30342

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. Richard D. Ballard, Vice President
(Typed or printed name and capacity of person signing application)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 OCT 3 PM 1:32

Secretary of State
Corporations Division
Suite 315, West Tower
2 Martin Luther King Jr. Dr.
Atlanta, Georgia 30334-1530

DOCKET NUMBER : 972900945
CONTROL NUMBER : 9709018
DATE INC/AUTH/FILED: 03/04/1997
JURISDICTION : DELAWARE
PRINT DATE : 10/17/1997
FORM NUMBER : 211

CSC
EILEEN EDMONDSON
100 PEACHTREE ST.
ATLANTA, GA 30303

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DIVISION OF CORPORATIONS
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CERTIFICATE OF EXISTENCE

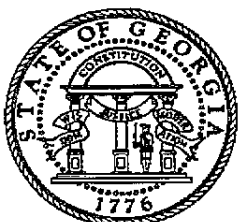
I, Lewis A. Massey, the Secretary of State of the State of Georgia,
do hereby certify under the seal of my office that

PSC MANAGEMENT CORP. — —
A FOREIGN PROFIT CORPORATION

was formed in the jurisdiction stated above or was authorized to
transact business in Georgia on the above date. Said entity is in
compliance with the applicable filing and annual registration
provisions of Title 14 of the Official Code of Georgia Annotated
and has not filed articles of dissolution, certificate of
cancellation or any other similar document with the office of the
Secretary of State.

This certificate relates only to the legal existence of the above-
named entity as of the date issued. It does not certify whether
or not a notice of intent to dissolve, an application for
withdrawal, a statement of commencement of winding up or any other
similar document has been filed or is pending with the Secretary
of State.

This certificate is issued pursuant to Title 14 of the Official
Code of Georgia Annotated and is prima-facie evidence that said
entity is in existence or is authorized to transact business in
this state.



Lewis A. Massey

Lewis A. Massey
Secretary of State