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CHRISTOPHER E. ELLS
ATTORNEY AT LAW

LITIGATION BUILDING
633 SOUTH ANDREWS AVENUE
THIRD FLOOR
FT. LAUDERDALE, FL 33301

December 15, 1997

Qualifications/Tax Lien Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

300002374533--1
-12/17/97--01036--002
*****70.00 *****70.00

Re: JAMESON ENTERTAINMENT LTD., INC.

Dear Sir or Madam:

Enclosed please find completed Transmittal Letter, Original Certificate of Existence, Application by Foreign Corporation for Authorization to Transact Business in Florida and this Office's check made payable to Florida Department of State in the amount of \$70.00 for the registration fee.

We have also enclosed copies of the Fictitious Name filing which were previously submitted to your office.

Thank you for your attention to this matter.

Very truly yours,


Christopher E. Ells, Esquire

CEE:jal
Enclosure

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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12/17

**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. JAMESON ENTERTAINMENT, LTD., 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. GEORGIA 3. S8-2218226
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 12-21-95 5. _____
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. April 12, 1997
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 2201 Chastain Drive, Atlanta, GA 30342
(Current mailing address)
8. Conduct Business for Profit
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)
9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box **NOT** acceptable)
Name: CHRISTOPHER E. ELLS, ESQUIRE
Office Address: 633 SOUTH ANDREWS AVENUE, #300
FT. LAUDERDALE, Florida, 33301-2843
(Zip code)

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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: Alan G. Hall

Address: 2201 Chastain Drive, Atlanta, GA 30342

Director: Phillip M. Hall

Address: 3629 Westover Road, Durham, NC 27707

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

President: Alan G. Hall

Address: 2201 Chastain Drive, Atlanta, GA 30342

Vice President: _____

Address: _____

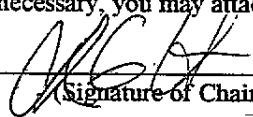
Secretary: Phillip M. Hall

Address: 3629 Westover Road, Durham, NC 27707

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. Alan G. Hall, President
(Typed or printed name and capacity of person signing application)

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

DOCKET NUMBER : 973430612
CONTROL NUMBER : 9600393
DATE INC/AUTH/FILED: 12/21/1995
JURISDICTION : GEORGIA
PRINT DATE : 12/09/1997
FORM NUMBER : 211

JEFFREY GRIMM
3405 PIEDMONT ROAD
STE. 200
ATLANTA GA 30305

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

JAMESON ENTERTAINMENT, LTD.
A DOMESTIC 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



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 DEC 17 1995