

F9800000024/

TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: THE SEQUOYA GROUP, INC.
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

RICHARD ALTHOFF
(Name of Person)

SEQUOYA GROUP, INC.
(Firm/Company)

75 COCONUT AVE
(Address)

SARASOTA, FL
(City/State/Zip)

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

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Should you need to call someone concerning this matter, please call:

RICHARD ALTHOFF
(Name of Person)

941 at (955 5574)
(Area Code & Daytime Telephone Number)

COURIER ADDRESS:

Qualification/Tax Lien Sec.
Division of Corporations
409 E. Gaines St
Tallahassee, FL 32399

MAILING ADDRESS:

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

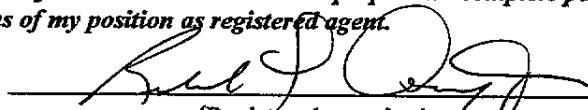
**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

*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. The Sequoia 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. 62-1630771
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 2-15-96 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. Requesting January '98
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. Suite 5-700 1111 Northshore Drive
Knoxville, TN 37919-4047
(Current mailing address)
8. Consulting services /
(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: Richard Althoff
- Office Address: 75 Coconut Ave
Sarasota, FL 8, Florida, 34236
(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.

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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: RICHARD AITHOFF

Address: 75 COCONUT AVE
SARASOTA FL 34236

Vice Chairman: N/A

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: RICHARD AITHOFF

Address: 75 COCONUT AVE
SARASOTA FL 34236

Vice President: _____

Address: _____

Secretary: MARTHA AITHOFF

Address: 75 COCONUT AVE
SARASOTA, FL 34236

Treasurer: _____

Address: _____

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

13. [Signature]
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. RICHARD G. AITHOFF
(Typed or printed name and capacity of person signing application)

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Secretary of State
Corporations Section

James K. Polk Building, Suite 1800
Nashville, Tennessee 37243-0306

ISSUANCE DATE: 01/07/1998
REQUEST NUMBER: 98007058
TELEPHONE CONTACT: (615) 741-6488

CHARTER/QUALIFICATION DATE: 02/15/1996
STATUS: ACTIVE
CORPORATE EXPIRATION DATE: PERPETUAL
CONTROL NUMBER: 0307485
JURISDICTION: TENNESSEE

TO:
CAPITAL FILING SERVICE, INC
7051 HIGHWAY 70S
NO 333
NASHVILLE, TN 37221

REQUESTED BY:
CAPITAL FILING SERVICE, INC
7051 HIGHWAY 70S
NO 333
NASHVILLE, TN 37221

CERTIFICATE OF EXISTENCE

I, RILEY C DARNELL, SECRETARY OF STATE OF THE STATE OF TENNESSEE DO HEREBY CERTIFY THAT
"THE SEQUOYA 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 THE MOST RECENT CORPORATION ANNUAL REPORT REQUIRED HAS BEEN FILED
WITH THIS OFFICE; AND
THAT ARTICLES OF DISSOLUTION HAVE NOT BEEN FILED; AND
THAT ARTICLES OF TERMINATION OF CORPORATE EXISTENCE HAVE NOT BEEN FILED

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FOR: REQUEST FOR CERTIFICATE

ON DATE: 01/07/98

FROM:
CAPITAL FILING SERVICE, INC.
7051 HWY 70 S
#333
NASHVILLE, TN 37221-0000

RECEIVED: FEES \$140.00 \$140.00
TOTAL PAYMENT RECEIVED: \$280.00

RECEIPT NUMBER: 00002224574
ACCOUNT NUMBER: 00101230



Riley C Darnell

RILEY C. DARNELL
SECRETARY OF STATE