

F98000000351

TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: Bailey Capital Corporation
(Name of corporation - must include suffix)

900002405569--2
-01/20/98--01156--002
*****70.00 *****70.00

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:

Donna O'Bryan
(Name of Person)
Brown, Todd & Heyburn PLLC
(Firm/Company)
400 W. Market Street, 32nd Floor
(Address)
Louisville, KY 40202-3363
(City/State/Zip)

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DIVISION OF CORPORATIONS

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

Donna O'Bryan at (502) 568-0290
(Name of Person) (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. Bailey Capital Corporation
(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. KY 3. _____
(State or country under the law of which it is incorporated) (FBI number, if applicable)

4. 1/12/98 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. 205 Worth Avenue, Suite 201
Palm Beach, FL 33480
(Current mailing address)

8. The transaction of any and all lawful business for which corporations may be authorized to transact in 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)

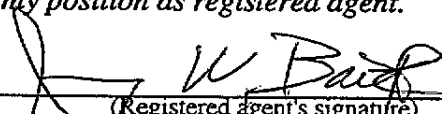
Name: Irving W. Bailey, II

Office Address: 205 Worth Avenue

Palm Beach, Florida, 33480
(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: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____ Irving W. Bailey, II

Address: _____ 205 Worth Avenue, Suite 201

Palm Beach, FL 33840

Director: _____

Address: _____

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

President: _____ Irving W. Bailey, II

Address: _____ 205 Worth Avenue, Suite 201

Palm Beach, FL 33840

Vice President: _____

Address: _____

Secretary: _____ Irving W. Bailey, II

Address: _____ 205 Worth Avenue, Suite 201

Palm Beach, FL 33480

Treasurer: _____ Irving W. Bailey, II

Address: _____ 205 Worth Avenue, Suite 201

Palm Beach, FL 33840

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. _____ Irving W. Bailey, II
(Typed or printed name and capacity of person signing application)

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IN THE NAME AND BY THE AUTHORITY OF THE



OFFICE OF THE SECRETARY OF STATE

DOMESTIC CORPORATION
CERTIFICATE OF EXISTENCE

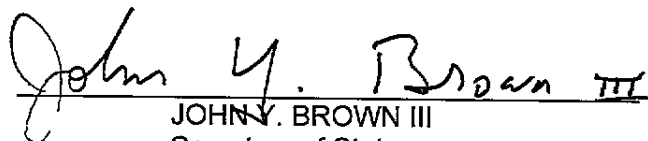
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I, JOHN Y. BROWN III, Secretary of State of the Commonwealth of Kentucky, do hereby
certify that according to the records in the Office of the Secretary of State,
BAILEY CAPITAL CORPORATION

is a corporation duly organized and existing under the laws of the Commonwealth of Kentucky,
whose date of incorporation is 1/12/98;
and whose period of duration is perpetual.

I further certify that all fees and penalties owed to the Secretary of State have been paid
to date; that Articles of Dissolution have not been filed; and that the most recent annual report
required by KRS Chapter 271B.16-220 or 273.3671 has been delivered to the Secretary of
State on behalf of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my Official Seal, at
Frankfort, Kentucky, this 12th day of January, 19 98.



JOHN Y. BROWN III
Secretary of State
Commonwealth of Kentucky