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March 30, 1998

VIA FEDERAL EXPRESS

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-03/31/98--01081--002  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Florida Department of State  
c/o Foreign Qualifications Section  
409 East Gaines Street  
Tallahassee, Florida 32399

**Re: Application by Foreign Corporation for Authorization to Transact  
Business in Florida**

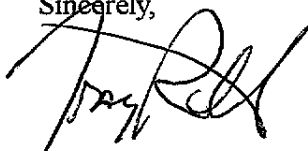
Ladies and Gentlemen:

On behalf of European Micro Holdings, Inc., I am enclosing the following:

1. An Application;
2. An original Certificate of Good Standing issued by Nevada on March 26, 1998; and
3. A check in the amount of \$70.00.

Thank you for your assistance.

Sincerely,

  
Troy J. Rillo

TJR:lfa  
Enclosures

MI-58278.01

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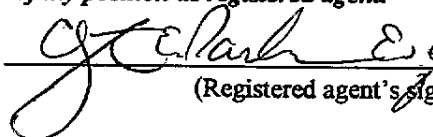
**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT  
BUSINESS IN FLORIDA**

*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. European Micro Holdings, 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. Nevada 3. 65-0803752  
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 12/23/97 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. 6073 NW 167 Street, Unit C-25  
Miami, FL 33015  
(Current mailing address)
8. holding company  
(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: Clayton E. Parker, Esq.
- Office Address: c/o Kirkpatrick & Lockhart LLP  
201 S. Biscayne Blvd., 20th FL, Florida, 33131  
(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) CLAYTON E. PARKER

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)

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**A. DIRECTORS (Street address only - P.O. Box NOT acceptable) -- (PLEASE SEE ATTACHED LIST)**

Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

**B. OFFICERS (Street address only - P.O. Box NOT acceptable) -- (PLEASE SEE ATTACHED LIST)**

President: \_\_\_\_\_

Address: \_\_\_\_\_

Vice President: \_\_\_\_\_

Address: \_\_\_\_\_

Secretary: \_\_\_\_\_

Address: \_\_\_\_\_

Treasurer: \_\_\_\_\_

Address: \_\_\_\_\_

**NOTE:** If necessary, you may attach an addendum to the application listing additional officers and/or directors.13. J. Nash  
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)14. Jay Nash, Chief Financial Officer, Secretary and Treasurer  
(Typed or printed name and capacity of person signing application)FILED  
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DIVISION OF CORPORATE AFFAIRS  
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**LIST OF DIRECTORS AND OFFICERS OF  
EUROPEAN MICRO HOLDINGS, INC.**

**Directors**

Harry D. Shields, Co-Chairman  
808 Third Avenue South  
Nashville, Tennessee 37210

John B. Gallagher, Co-Chairman  
6073 N.W. 167 Street, Unit C-25  
Miami, Florida 33015

Laurence Gilbert  
20-24 Church Street  
Altrincham  
Manchester  
ENGLAND WA14 4DW

Bernadett Spofforth  
20-24 Church Street  
Altrincham  
Manchester  
ENGLAND WA14 4DW

Kyle R. Saxon  
169 East Flagler  
1700 Alfred I. DuPont Building  
Miami, Florida 33131

Barrett Sutton  
NationsBank Plaza - Suite 1100  
414 Union Street  
Nashville, Tennessee 37219

**Officers**

Harry D. Shields, Co-President  
808 Third Avenue South  
Nashville, Tennessee 37210

John B. Gallagher, Co-President  
6073 N.W. 167 Street, Unit C-25  
Miami, Florida 33015

Jay Nash, Chief Financial Officer, Secretary and Treasurer  
808 Third Avenue South  
Nashville, Tennessee 37210

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# SECRETARY OF STATE



## CERTIFICATE OF EXISTENCE WITH STATUS IN GOOD STANDING

I, DEAN HELLER, the duly elected and qualified Nevada Secretary of State, do hereby certify that I am, by the laws of said State, the custodian of the records relating to filings by corporations, limited-liability companies, limited partnerships, and limited-liability partnerships pursuant to Title 7 of the Nevada Revised Statutes which are either presently in a status of good standing or were in good standing for a time period subsequent of 1976 and am the proper officer to execute this certificate.

I further certify that the records of the Nevada Secretary of State, at the date of this certificate, evidence, **EUROPEAN MICRO HOLDINGS, INC.**, as a corporation duly organized under the laws of Nevada and existing under and by virtue of the laws of the State of Nevada since December 24, 1997, and is in good standing in this state.

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IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office, in Carson City, Nevada, on March 26, 1998.



*Dean Heller*

Secretary of State

By *Mary M. h*

Certification Clerk