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TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: McAlister's Management Corporation
(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:

Patrick K. Walls, Esq.

(Name of Person)

McAlister's Management Corporation

(Firm/Company)

400 Legacy Park Drive, Suite B.

(Address)

Ridgeland, Mississippi 39157

(City/State/Zip)

SECRETARY OF STATE
TALLAHASSEE FLORIDA

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

Patrick K. Walls

(Name of Person)

at (601) 956-0494

(Area Code & Daytime Telephone Number)

COURIER ADDRESS:

Qualification/Tax Lien Section
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

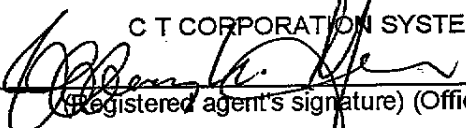
APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TRANSACT BUSINESS IN FLORIDA

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. McAlister's Management 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. Mississippi
(State or country under the law of which it is incorporated)
3. 64-0846581
(FEI number, if applicable)
4. May 19, 1994
(Date of incorporation)
5. Perpetual
(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. 2211 Jeff Davis Road
Oxford, Mississippi 38655
(Current mailing address)
8. Any lawful activity allowed 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:
Name: C T CORPORATION SYSTEM
Office Address: c/o C T Corporation System, 1200 South Pine Island Road
Plantation, Florida, 33324
(Zip Code)

10. Registered agent 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 obligation of my position as registered agent.

C T CORPORATION SYSTEM

(Registered agent's signature) (Officer)
Jeffrey R. Graves, Asst. Secretary
(Type Name and Title of Officer)

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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:

A. DIRECTORS (Street address only - P.O. Box **NOT** acceptable)

Chairman: Dr. Don Newcomb, D.D.S.
Address: 1108 South Lamar
Oxford, Mississippi 38655

Vice Chairman: N/A
Address: _____

Director: Don Christopher Newcomb
Address: 2230 Sheffield Drive
Jackson, Mississippi 39211

Director: Debra Bryson
Address: 1504 Smallwood
Oxford, Mississippi 38655

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

President: Dr. Don Newcomb, D.D.S.
Address: 1108 South Lamar
Oxford, Mississippi 38655


Vice President: Don Christopher Newcomb
Address: 2230 Sheffield Drive
Jackson, Mississippi 39211

Secretary: Debra Bryson (Also holds Treasurer title)
Address: 1504 Smallwood
Oxford, Mississippi 38655

Vice President: Neil Newcomb (Also serves as a Director)
Address: 1066 Manship Street
Jackson, Mississippi 39202

Treasurer: Debra Bryson
Address: 1504 Smallwood
Oxford, Mississippi 38655

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. Dr. Don Newcomb President/CEO
(Typed or printed name and capacity of person signing application)

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TALLAHASSEE FLORIDA

State of Mississippi

Secretary of State's Office

Eric Clark

Secretary of State
Jackson, Mississippi

CERTIFICATE OF EXISTENCE/AUTHORITY

I, ERIC CLARK, Secretary of State of the State of Mississippi and as such, the legal custodian of the corporate records required by the laws of Mississippi, to be filed in my office do hereby certify:

That on May 19, 1994 the state of Mississippi issued a Charter/Certificate of Authority to:

MCALISTER'S MANAGEMENT CORPORATION

That the state of incorporation is MISSISSIPPI.

That the period of duration is Perpetual.

That according to the records of this office, Articles of Dissolution or a Certificate of Withdrawal have not been filed.

That according to the records of this office, a current Annual Report has been delivered to the Office of the Secretary of State.

I further certify that all fees, taxes and penalties owed to this state, as reflected in the records of the Secretary of State, have been paid and that the corporation is in existence or has authority to transact business in Mississippi.



Given under my hand
and seal of office
April 02, 1998

Eric Clark

ERIC CLARK,
Secretary of State

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TALLAHASSEE FLORIDA