

# F98000002119

**BURR & FORMAN LLP**  
(A REGISTERED LIMITED LIABILITY PARTNERSHIP  
INCLUDING PROFESSIONAL CORPORATIONS)

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April 10, 1998

**VIA FEDERAL EXPRESS**

# 850/487-6091

Mr. Hart Collins  
Florida Department of State  
Qualification/Tax Lien Section  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

000002488460--3  
-04/14/98--01079--001  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

**RE: Florida Registrations**

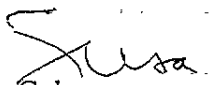
Dear Hart:

Per our telephone conversation, I am forwarding to you the following documents in connection with the registration of Capital Base Corporation, a Georgia corporation, to transact business in Florida, and the registration of said corporation to use a fictitious name.

1. Application by Foreign Corporation for authorization to transact business in Florida (with our firm check in the amount of \$78.75); and
2. Application for Registration of Fictitious Name (with our firm check in the amount of \$60.00).

Thank you for your help in this matter. Please send to me as soon as they are available the certificates of status in connection with these applications.

Sincerely,  
BURR & FORMAN LLP

  
Susan Culvern  
Legal Assistant

H# 4114

Birmingham  
SouthTrust Tower  
420 North Twentieth Street, Suite 3100  
Birmingham, Alabama 35203  
(205) 251-3000

Huntsville  
Regency Center  
400 Meridian Street, Suite 204  
Huntsville, Alabama 35801  
(205) 551-0010

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 APR 14 PM 2:08  
Atlanta  
One Georgia Center  
600 West Peachtree Street, Suite 1200  
Atlanta, Georgia 30308  
(404) 817-3536

## TRANSMITTAL LETTER

To: Qualification/Tax Lien Section  
Division of Corporations

SUBJECT: CAPITAL BASE 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:

Susan Culvern, Legal Assistant

(Name of Person)

Burr & Forman LLP

(Firm/Company)

600 West Peachtree Street, Suite 1200

(Address)

Atlanta, Georgia 30308

(City/State/Zip)

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

Susan Culvern

(Name of Person)

at ( 404 ) 685-4262

(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 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. CAPITAL BASE 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. Georgia 3. 58-1968989  
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 12/04/91 5. Perpetual  
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. 04/10/98  
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. c/o Burr & Forman LLP Attention: George F. Maynard  
600 West Peachtree Street, Suite 1200, Atlanta, Georgia 30308  
(Current mailing address)

8. any lawful business as noted under OCGA § 14-2-301  
(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: Mark L. Rosen, Esq.

Office Address: 1380 Northeast Miami Gardens Drive, Suite 246  
North Miami Beach, Florida, 33179  
(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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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 APR 14 PM 2:08

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: Fred S. Zohouri

Address: 905 Perrins Springs Court

Lawrenceville, Georgia 30243

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

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

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

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

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

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

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

President: Fred S. Zohouri

Address: 905 Perrins Springs Court

Lawrenceville, Georgia 30243

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

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

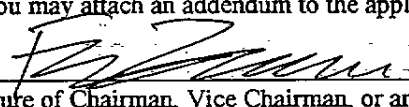
Secretary: \_\_\_\_\_

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

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

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

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

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

14. FRED S. ZOHOURI, President  
(Typed or printed name and capacity of person signing application)

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

DOCKET NUMBER : 980761354  
CONTROL NUMBER : 9121315  
DATE INC/AUTH/FILED: 12/04/1991  
JURISDICTION : GEORGIA  
PRINT DATE : 03/17/1998  
FORM NUMBER : 211

BARR & FORMAN, LLP  
ATTN: GEORGE MAYNARD  
STE 1200, 600 W. PEACHTREE ST  
ATLANTA GA 30308

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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**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

**CAPITAL BASE CORPORATION  
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

