

F98000002177

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A REGISTERED LIMITED LIABILITY PARTNERSHIP
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GREENVILLE, SOUTH CAROLINA
MYRTLE BEACH, SOUTH CAROLINA

April 2, 1998

VIA U.S.MAIL

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

9000002479509--9
-04/06/98-01033-005
*****70.00 *****70.00

W98-7657

Re: MegaMarketing Corporation Foreign Qualification

Ladies and Gentlemen:

Enclosed please find 1) Application by Foreign Corporation for Authorization to Transact Business in Florida 2) Certificate of Existence from the State of Georgia and 3) a check in the amount of \$70.00 to cover the cost of registering the above referenced foreign corporation to transact business in Florida.

Please return evidence of qualification and all other correspondence regarding this matter to me at the above address.

Thank you for your cooperation. If you should have any questions or concerns, please do not hesitate to call me at (404) 817-6272.

Very truly yours,

Sherry D. Hall

Sherry D. Hall
Paralegal

Enclosure

cc: Julianne P. Sheffer, Esq.



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

April 6, 1998

NELSON MULLINS RILEY & SCARBOROUGH LLP
FIRST UNION PLAZA, #1400
999 PEACHTREE ST., N.E.
ATLANTA, GA 30309

SUBJECT: MEGAMARKETING CORPORATION
Ref. Number: W98000007657

We have received your document for MEGAMARKETING CORPORATION and your check(s) totaling \$70.00. However, the document has not been filed and is being retained in this office for the following:

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6093.

Freta Lott
Corporate Specialist Supervisor

Letter Number: 598A00018244




FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

RESOLUTION OF BOARD OF DIRECTORS

I, the undersigned Edward J. Rutkowski, Executive Vice President -
Corporate Development and Director, do hereby certify
that this Resolution of the Board of Directors of MegaMarketing Corporation
_____ ,
a corporation duly organized and existing under the laws of the State of Georgia,
was duly adopted on April 13, 19 98.

Resolved, that MegaMarketing Corporation organized
and existing in the State of Georgia, hereby adopts the
name MegaMarketing Corporation of Georgia
for use in Florida.

Dated: April 13, 1998



Signature of at least one director

INHS19(3/95)

**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:*

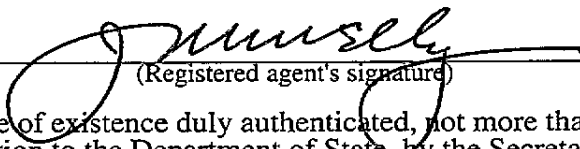
1. MegaMarketing Corporation
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. Georgia
(State or country under the law of which it is incorporated)
3. 58-2358460
(FEI number, if applicable)
4. September 11, 1997
(Date of Incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. As of the date of qualification
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
7. 2625 Cumberland Parkway, Suite 400
Atlanta, Georgia 30339
(Current mailing address)
8. Marketing Consulting
(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: John P. Kelly

Office Address: 4925 New Providence
Tampa, Florida, 33629
(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.

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: _____
_____ *See attached* _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: _____

Address: _____

Vice President: _____

Address: _____
_____ *See attached* _____

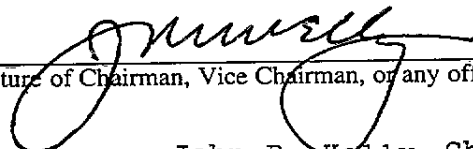
Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

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

14. John P. Kelly, Chairman
(Typed or printed name and capacity of person signing application)

FILED
93 APR 17 AM 10:54
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

MEGAMARKETING CORPORATION

Application by Foreign Corporation for Authorization to Transact Business in Florida

Directors

- 1) Director: Paul B. Byrum
2625 Cumberland Parkway
Suite 400
Atlanta, GA 30339
- 2) Director: Stephen R. Gross
2625 Cumberland Parkway
Suite 400
Atlanta, GA 30339
- 3) Director: John P. Kelly
2625 Cumberland Parkway
Suite 400
Atlanta, GA 30339
- 4) Director: Edward J. Rutkowski
2625 Cumberland Parkway
Suite 400
Atlanta, GA 30339
- 5) Director: Glenn W. Sturm
2625 Cumberland Parkway
Suite 400
Atlanta, GA 30339

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98 APR 17 AM 10:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Officers

- 1) Chairman of the Board,
Chief Executive Officer and
President: John P. Kelly
2625 Cumberland Parkway
Suite 400
Atlanta, GA 30339
- 2) Executive Vice President,
Corporate Development: Edward J. Rutkowski
2625 Cumberland Parkway
Suite 400
Atlanta, GA 30339

MEGAMARKETING CORPORATION

Application by Foreign Corporation for Authorization to Transact Business in Florida

- 3) Executive Vice President,
Sales:

Paul B. Byrum
2625 Cumberland Parkway
Suite 400
Atlanta, GA 30339

- 4) Secretary:

Glenn W. Sturm
2625 Cumberland Parkway
Suite 400
Atlanta, GA 30339

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FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

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FORM NUMBER : 211

NELSON, MULLINS, RILEY & SCARBOROUGH
SHERRY D. HALL
999 PEACHTREE ST., STE. 1400
ATLANTA, GA 30309

FILED
98 APR 17 AM 10:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

MEGAMARKETING 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