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May 26, 1998

**Overnight Delivery**

Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

900002537789--7  
-05/27/98--01114--001  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

RE: Application by Foreign Corporation for Authorization To Transact Business in Florida  
for South Atlantic Private Equity Partners IV, Inc.

Dear Sir or Madam:

In order for South Atlantic Private Equity Partners IV, Inc., a Delaware corporation, to qualify to do business in Florida, please find enclosed (i) Application By Foreign Corporation for Authorization to Transact Business in Florida, (ii) Certificate of Good Standing from Delaware, and (iii) a check payable to the Florida Department of State in the amount of \$70.00 for payment of the application fee.

Please send evidence of this filing to my attention at Testa, Hurwitz & Thibault, LLP, High Street Tower, 125 High Street, Boston, MA 02110 as soon as it becomes available. If you have questions, please contact me at (617) 248-7165.

Thank you for your attention to this matter.

Sincerely,

*Ann M. McGovern*

Ann M. McGovern  
Legal Assistant

Enclosures

cc: Richard D. Forrest, Esquire

319amm5675/19.526287-1

5/28  
FILED  
98 MAY 28 AM 9:37  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**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. South Atlantic Private Equity Partners IV, 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. Delaware

(State or country under the law of which it is incorporated)

3. 59-3510806

(FEI number, if applicable)

4. May 15, 1998

(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 817.156, F.S.))

7. 614 West Bay Street, Suite 200

Tampa, FL 33606-2704

(Current mailing address)

8. Investment in privately held companies

(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: Sandra P. Barber

Office Address: 614 West Bay St., Suite 200

Tampa, Florida, 33606-2704

(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.

Sandra P. Barber

(Registered agent's signature) (Officer)

Sandra P. Barber, Vice President and 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

Chairman: SEE ATTACHED CONTINUATION SHEET

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

Vice Chairman: SEE ATTACHED CONTINUATION SHEET

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

Director: SEE ATTACHED CONTINUATION SHEET

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

Director: SEE ATTACHED CONTINUATION SHEET

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

B. OFFICERS

President: SEE ATTACHED CONTINUATION SHEET

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

Vice President: SEE ATTACHED CONTINUATION SHEET

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

Secretary: SEE ATTACHED CONTINUATION SHEET

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

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Treasurer: SEE ATTACHED CONTINUATION SHEET

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

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

13. Sandra P. Barber  
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)
14. Sandra P. Barber, Vice President and Secretary  
(Typed or printed name and capacity of person signing application)

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## CONTINUATION SHEET

### 12. Names and addresses of officers and/or directors:

#### A. DIRECTOR

Chairman: Donald W. Burton  
614 West Bay Street, Suite 200, Tampa, FL 33606-2704

#### B. OFFICERS

President  
and Treasurer: Donald W. Burton  
614 West Bay Street, Suite 200, Tampa, FL 33606-2704

Vice President: James W. Davidson  
614 West Bay Street, Suite 200, Tampa, FL 33606-2704

Vice President  
and Secretary: Sandra P. Barber  
614 West Bay Street, Suite 200, Tampa, FL 33606-2704

Vice President: O. Gene Gabbard  
614 West Bay Street, Suite 200, Tampa, FL 33606-2704

Vice President: Campbell B. Lanier III  
614 West Bay Street, Suite 200, Tampa, FL 33606-2704

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*State of Delaware*  
*Office of the Secretary of State*

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PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SOUTH ATLANTIC PRIVATE EQUITY PARTNERS IV, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-SIXTH DAY OF MAY, A.D. 1998.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

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98 MAY 28 AM 9:37  
SECRETARY OF STATE  
DELAWARE



*Edward J. Freel*

Edward J. Freel, Secretary of State

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AUTHENTICATION:

9098861

DATE:

05-26-98