



THE UNITED STATES
CORPORATION
COMPANY

F98000003387

ACCOUNT NO. : 072100000032

REFERENCE : 853923 5315A

AUTHORIZATION : Patricia Pugh

COST LIMIT : \$ 122.50

ORDER DATE : June 12, 1998

ORDER TIME : 12:29 PM

ORDER NO. : 853923-005

CUSTOMER NO: 5315A

CUSTOMER: Ms. Lori Jones
Trenam Kemker Scharf Barkin
2700 Barnett Plaza
101 East Kennedy Boulevard
Tampa, FL 33602

700002558677--9

FOREIGN FILINGS

NAME: S&A LEASED PROPERTIES SPE
2, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds

FILED
98 JUN 15 PM 3:17
SECRETARY OF STATE
TALLAHASSEE FLORIDA

RECEIVED
98 JUN 15 PM 1:12
DIVISION OF CORPORATION

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. S&A Leased Properties SPE 2, 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 3. Applied For
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. June 5, 1998 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. June 15, 1998 anticipated
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and §17.155, F.S.)
7. 6500 International Parkway
Plano, Texas 75093
(Current mailing address)
8. Any and all lawful act or activity for which corporations may be organized
(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: Corporation Service Company
Office Address: 1201 Hays Street
Tallahassee, Florida, 32301
(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.

Deborah D. Skipper

(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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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: Eugene Caldwell

Address: 6500 International Parkway, Plano, TX 75093

Vice Chairman: Todd M. Watson

Address: 6500 International Parkway, Plano, TX 75093

Director:

Address:

Director:

Address:

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

President: Eugene Caldwell

Address: 6500 International Parkway, Plano, TX 75093

Vice President: Todd M. Watson

Address: 6500 International Parkway, Plano, TX 75093

Secretary: Todd M. Watson

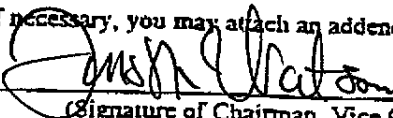
Address: 6500 International Parkway, Plano, TX 75093

Treasurer: Todd M. Watson

Address: 6500 International Parkway, Plano, TX 75093

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TALLAHASSEE FLORIDA

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. Todd M. Watson, Vice Chairman of the Board of Directors

(Typed or printed name and capacity of person signing application)

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "S&A LEASED PROPERTIES SPE 2, 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 TWELFTH DAY OF JUNE, A.D. 1998.

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

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98 JUN 15 PM 3:17
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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06-12-98

Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE: