

**CORPORATE
ACCESS
INC.**

1116-D Thomasville Road, Mount Vernon Square, Tallahassee, Florida 32303

P.O. Box 37066 (315-7166) ~ (904) 222-2666 or (800) 969-1666 Fax (904) 222-1666

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Foreign

1.) Sirram Corporation
(CORPORATE NAME & DOCUMENT #)

2.) _____
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3.) _____
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4.) _____
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10.) _____
(CORPORATE NAME & DOCUMENT #)

SPECIAL INSTRUCTIONS

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TALLAHASSEE FLORIDA

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RESOLUTION OF BOARD OF DIRECTORS

(Please print or type)

I, the undersigned Brenda Hardison, do hereby certify
(Name)

that this Resolution of the Board of Directors of Sirrom Corporation

(Corporate Name)

a corporation duly organized and existing under the laws of the State of Texas

was duly adopted on June 19, 19 98

Be it resolved, that Sirrom Corporation
(Corporate Name)

organized and existing in the State of Texas, hereby adopts the name

SC of Tennessee, Inc. for use in Florida.

Dated: June 19, 1998

Brenda Hardison
Signature of either Chairman, Vice Chairman or any officer

Brenda Hardison

Type or print name

INH319(4/96)

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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. Sirrom 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. Texas 3. 75-2617400
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 9/14/95 5. perpetual
(Date of Incorporation) (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. 17735 Windflower Way, #108
Dallas, Texas 75252
(Current mailing address)

8. Investments
(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: CT Corporation System

Office Address: 1200 South Pine Island Road
Plantation, Florida, 33324
(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.

JONNE BRYAN
SPECIAL ASSISTANT SECRETARY

Jonnie Bryan
(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: John A. Morris, Jr., M.D.

Address: 30 Burton Hills Blvd., Suite 100, Nashville, TN 37215

Vice Chairman: Alfred H. Morris

Address: 225 Central Park West, New York, NY 10024

Director: Julia C. Morris

Address: 602 Oxford House, 1313 21st Avenue South
Nashville, TN 37212

Director: William C. Spitz

Address: 102 Alumni Hall, Vanderbilt University
Nashville, TN 37204

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

President: John A. Morris, Jr., M.D.

Address: 30 Burton Hills Blvd., Suite 100
Nashville, TN 37215

Vice President: _____

Address: _____

Secretary: Brenda Hardison

Address: 30 Burton Hills Blvd., Suite 100
Nashville, TN 37215

Treasurer: _____

Address: _____

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

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

14. Brenda Hardison, Secretary
(Typed or printed name and capacity of person signing application)

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12 A. Continued

Nadine Smith
17735 Windflower Way, #108
Dallas, Texas 75252

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TALLAHASSEE FLORIDA



The State of Texas

SECRETARY OF STATE

IT IS HEREBY CERTIFIED that
Articles of Incorporation of

SIRROM CORPORATION
File No. 1369155

were filed in this office and a certificate of incorporation was issued to this corporation,
and no certificate of dissolution is in effect and the corporation is currently in existence.

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TALLAHASSEE, FLORIDA

*IN TESTIMONY WHEREOF, I have hereunto
signed my name officially and caused to be
impressed hereon the Seal of State at my office in
the City of Austin, on June 19, 1998.*



Alberto R. Gonzales
Secretary of State

BAM