



THE UNITED STATES  
CORPORATION  
COMPANY

F99000000094

ACCOUNT NO. : 072100000032

REFERENCE : 089106 4354379

AUTHORIZATION :

Patricia Pujols

COST LIMIT : \$ 70.00

ORDER DATE : January 6, 1999

ORDER TIME : 11:56 AM

ORDER NO. : 089106-005

CUSTOMER NO: 4354379

CUSTOMER: Carolyn Snider, Legal Asst  
Foley & Lardner  
The Greenleaf Building  
200 Laura Street  
Jacksonville, FL 32202-3527

FOREIGN FILINGS

NAME: ALLIANCE CAPITAL PARTNERS,  
INC.

800002732228--0

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX        PLAIN STAMPED COPY  
              CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 JAN -6 PM 3:38  
RECEIVED  
99 JAN -5 PM 1:40  
H216

**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. Alliance Capital Partners, 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. 52-2022897

(FEI number, if applicable)

4. March 6, 1997

(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 817.155, F.S.))

7. 300 Delaware Avenue

Suite 1704, Wilmington, Delaware 19801

(Current mailing address)

8. Any 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 the 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.*

By: Karen B. Rozar Corporation Service Company

Karen B. Rozar, Asst. Sec.

Corporation Service Company

(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  
99 JAN -6 PM 3:30

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: See attached officers/directors rider

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

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

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

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

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

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

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

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

President: See attached officers/directors rider

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

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

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

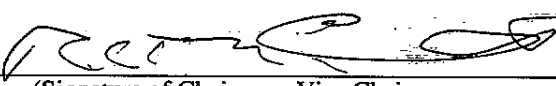
Secretary: \_\_\_\_\_

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. Robert Clements, President  
(Typed or printed name and capacity of person signing application)

Rider To Application By Foreign Corporation to Transact Business in Florida

12.

**A. DIRECTORS NAMES AND ADDRESSES**

Chairman: David M. Hicks  
Address: 1725 Memorial Park Drive  
Jacksonville, Florida 32204

Director: Robert M. Clements  
4500 Salisbury Road  
Jacksonville, Florida 32216

Director: Robert T. Shircliff  
4500 Salisbury Road  
Jacksonville, Florida 32216

Director: Gary A. Meeks  
4500 Salisbury Road  
Jacksonville, Florida 32216

Director: Russell B. Newton, Jr.  
4500 Salisbury Road  
Jacksonville, Florida 32216

Director: Charles E. Commander, III  
200 Laura Street  
Jacksonville, Florida 32202

**B. OFFICERS NAMES AND ADDRESSES**

Chairman David M. Hicks  
1725 Memorial Park Drive  
Jacksonville, Florida 32204

President and Secretary Robert M. Clements  
4500 Salisbury Road  
Jacksonville, Florida 32216

Vice President and  
Chief Financial Officer Stephen B. Matheson  
4500 Salisbury Road  
Jacksonville, Florida 32216

Assistant Secretary Molly O. Brito  
4500 Salisbury Road  
Jacksonville, Florida 32216

State of Delaware  
Office of the Secretary of State

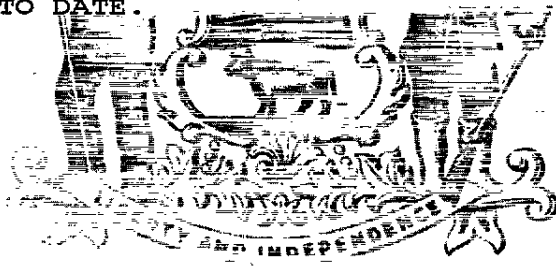
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PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ALLIANCE CAPITAL PARTNERS, 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 EIGHTEENTH DAY OF DECEMBER, A.D., 1998.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.



FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 JAN -6 PM 3:38



*Edward J. Freel*

Edward J. Freel, Secretary of State

2725699 8300

981490476

AUTHENTICATION:

9473786

DATE:

12-18-98