



THE UNITED STATES
CORPORATION
COMPANY

F99000001964

ACCOUNT NO. : 072100000032

REFERENCE : 145188 4336650

AUTHORIZATION : Patricia Pizut

COST LIMIT : \$ 70.00

ORDER DATE : February 23, 1999

ORDER TIME : 4:04 PM

ORDER NO. : 145188-015

CUSTOMER NO: 4336650

900002786563--1

CUSTOMER: Ms. Michelle E. Smith
Baker & Mckenzie
1200 Brickwell Avenue
19th Floor
Miami, FL 33131

W99-4690

FOREIGN FILINGS

NAME: H & S HOLDING COMPANY

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tamara Odom

RECEIVED
99 FEB 24 PM 4:45
DIVISION OF CORPORATION

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 FEB 25 PM 1:52
4/15



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

February 25, 1999

CSC

RESUBMIT

Please give original
submission date as file date

SUBJECT: H&S HOLDING COMPANY
Ref. Number: W99000004690

We have received your document(s) in this office, however, a copy of the document is being returned 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) 487-6097.

Michael Mays
Document Specialist

Letter Number: 999A00008680

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99 APR 15 PM 12:52

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

*Please issue a certified copy.
Thanks!*

RESOLUTION OF THE EXECUTIVE COMMITTEE
OF THE BOARD OF DIRECTORS OF
H&S HOLDING COMPANY

I, the undersigned, Chairman of H&S Holding Company, a corporation duly organized and existing under the laws of the State of Delaware (the "Corporation"), do hereby certify that this Resolution of the Executive Committee of the Board of Directors of the Corporation was duly adopted on April 8, 1999:

RESOLVED, that the Corporation hereby adopts the name Honor & Star
Holding Company for use in the State of Florida.

By: _____



C. Leon Wilson, III
Chairman of the Board of Directors

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 FEB 25 PM 1:53

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACTION BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACTION BUSINESS IN THE
STATE OF FLORIDA:

1. H&S Holding Company
(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. applied for
(FEI number, if applicable)
4. October 2, 1998
(Date of Incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. March 1, 1999
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.))
7. 2600 Lake Lucien Drive, Suite 180
Maitland, Florida 32751
(Current mailing address)
8. to engage in any lawful act or activity for which a corporation may be organized
under the General Corporation Law of the State of Delaware.
(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.
Corporation Service Company
By: [Signature]
(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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99 FEB 25 PM 1:53
SECRETARY OF STATE
DIVISION OF CORPORATIONS

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: C. Leon Wilson, III

BB&T Corporation

Address: 2501 Wooten Blvd.

Wilson, NC 27893

Vice Chairman: Thomas O. Bennion

Address: 2600 Lake Lucien Drive, Suite 180

Maitland, Florida 32751

Director: _____

Address: _____

Director: _____

Address: _____

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

President: Ronald V. Congemi

Address: 2600 Lake Lucien Drive, Suite 180

Maitland, Florida 32751

Executive
Vice President: Robert A. Hunter

Address: 2600 Lake Lucien Drive, Suite 180

Maitland, Florida 32751

Secretary: Cheryl W. Bransford

Address: 2600 Lake Lucien Drive, Suite 180

Maitland, Florida 32751

Treasurer: E. Miles Kilburn

Address: 2600 Lake Lucien Drive, Suite 180

Maitland, Florida 32751

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. Ronald V. Congemi, President

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

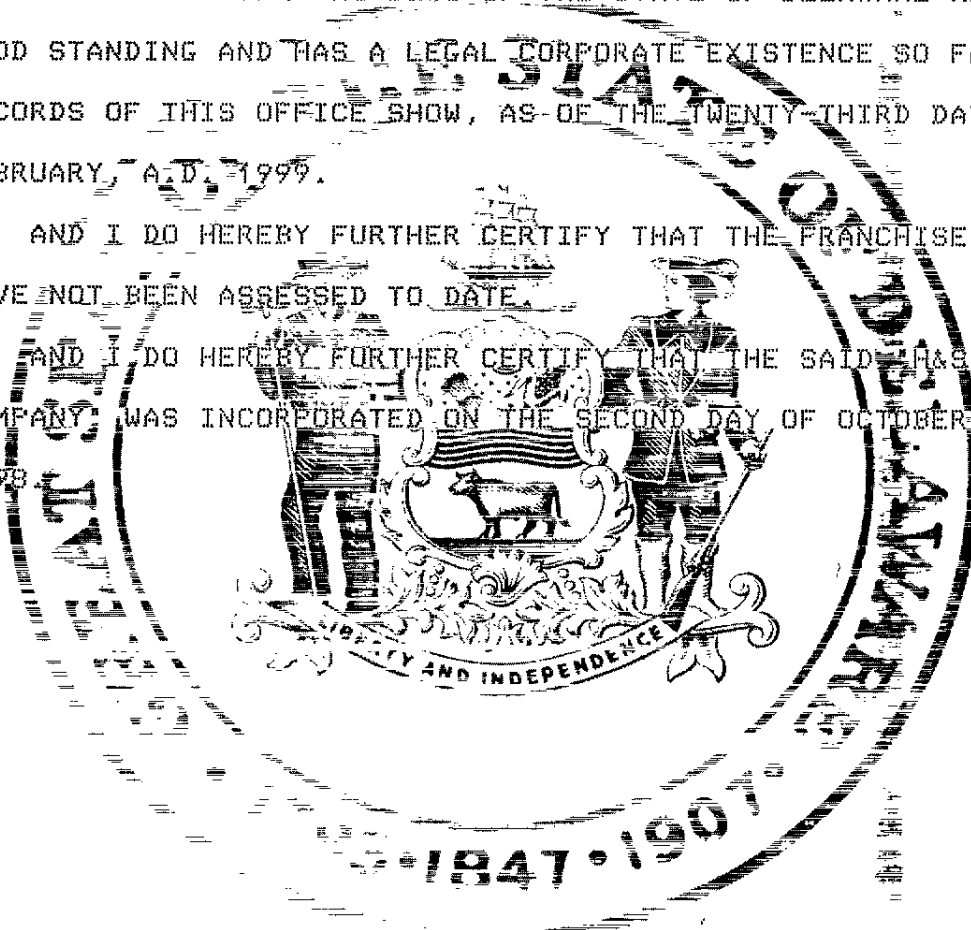
State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "H&S HOLDING COMPANY" 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-THIRD DAY OF FEBRUARY, A.D. 1999.

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

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "H&S HOLDING COMPANY" WAS INCORPORATED ON THE SECOND DAY OF OCTOBER, A.D. 1998.



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 FEB 25 PM 1:53



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION:

DATE:

9592066

02-23-99