

F990000002704



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 252686 7181356

AUTHORIZATION : *Patricia Pizeto*

COST LIMIT : \$ 70

ORDER DATE : May 25, 1999

ORDER TIME : 11:29 AM

700002885977--8

ORDER NO.: 252686-005

CUSTOMER NO: 7181356

CUSTOMER: Ms. Sharon M. Knox
Cooper & Gibson Llc
C/o Hartsfield Group
Six Concourse Pkwy., Ste. 1930
Atlanta, GA 30328

FOREIGN FILINGS

NAME: CLOSE & ASSOCIATES, INC.

FILED
99 MAY 25 PM 2:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christine Lillich

AL APR 25 1999

RECEIVED
99 MAY 25 PM 12:10
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. CLOSE & ASSOCIATES, 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. GEORGIA 62-1663749 3. _____
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 10/02/96 PERPETUAL 5. _____
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. May 10, 1999
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))

7. 5955 Shiloh Road East, Suite 208

Alpharetta, Georgia 30005
(Current mailing address)

8. Sales and service of IBM products.
(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 32301 Florida
(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: Deborah O. Skipper as agent

(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: 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.  CEO

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

14. Christopher Gilbert, Chief Executive Officer

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

FILED
MAY 25 PM 2:26
TALLAHASSEE, FLORIDA

CLOSE & ASSOCIATES, INC.

Officers/Directors Rider

OFFICERS

<u>NAME</u>	<u>POSITION</u>
Christopher Gilbert*	President
Harold R. Gilbert, Jr.*	Vice President
Jonathan W. Gilbert*	Secretary/Treasurer

DIRECTORS

NAME

Christopher Gilbert*
Harold R. Gilbert, Jr.*
Jonathan W. Gilbert*

* Business Address: 5955 Shiloh Road East, Suite 208
Alpharetta, Georgia 30005

FILED
99 MAY 25 PM 2:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Secretary of State
Corporations Division
315 West Tower
#2 Martin Luther King, Jr. Dr.
Atlanta, Georgia 30334-1530

DOCKET NUMBER : K91440371
CONTROL NUMBER : K631083
DATE INC/AUTH/FILED: 10/02/1996
JURISDICTION : GEORGIA
PRINT DATE : 05/24/1999
FORM NUMBER : 211

COOPER & GIBSON
SHARON M KNOX
SIX CONCOURSE PKWY #1930
ATLANTA, GA 30328

CERTIFICATE OF EXISTENCE

I, Cathy Cox, the Secretary of State of the State of Georgia
hereby certify under the seal of my office that

CLOSE & ASSOCIATES, INC.
A DOMESTIC PROFIT CORPORATION

was formed in the jurisdiction stated above or was authorized to
transact business in Georgia on the above date. Said entity is in
compliance with the applicable filing and annual registration
provisions of Title 14 of the Official Code of Georgia Annotated
and has not filed articles of dissolution, certificate of
cancellation or any other similar document with the office of the
Secretary of State.

This certificate relates only to the legal existence of the above-
named entity as of the date issued. It does not certify whether
or not a notice of intent to dissolve, an application for
withdrawal, a statement of commencement of winding up or any other
similar document has been filed or is pending with the Secretary
of State.

This certificate is issued pursuant to Title 14 of the Official
Code of Georgia Annotated and is prima-facie evidence that said
entity is in existence or is authorized to transact business in
this state.



Cathy Cox

Cathy Cox
Secretary of State

FILED
MAY 25 PM 2:26
TALLAHASSEE, FLORIDA
SECRETARY OF STATE