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C T CORPORATION SYSTEM

660 East Jefferson Street

Requestor's Name

Tallahassee, Florida 32301

Address

(850) 222-1092

City

State

Zip

Phone

CORPORATION(S) NAME

200002930312--8

-07/13/99--01043--012

*****78.75 *****78.75

The Accent Group, Inc.

d-b-a

The Accent Group, Inc. (Georgia)

99 JUL 13 PM 2:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

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7/13

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Thanks, Melanie ☺

JUL 13

TALLAHASSEE, FLORIDA
DIVISION OF CORPORATIONS

99 JUL 13 PM 1:37

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**CERTIFICATION OF RESOLUTIONS
OF THE BOARD OF DIRECTORS OF
THE ACCENT GROUP, INC.**

The undersigned, L. Scott Demerau, a member of the Board of Directors of THE ACCENT GROUP, INC., a corporation duly organized under the laws of the State of Georgia (the "Corporation"), does hereby certify that the following resolutions of the Board of Directors of the Corporation were duly adopted on July 8, 1999:

RESOLVED, that the Board of Directors of the Corporation authorize, approve and adopt the following name for qualification purposes in the State of Florida until the name of the Corporation is available for use:

"THE ACCENT GROUP, INC. (GEORGIA)"

FURTHER RESOLVED, that L. Scott Demerau, as a Director of the Corporation, is authorized and directed in the name of and on behalf of the Corporation to take all further actions to effectuate the resolutions contained herein, including, without limitation, the preparation of a Certification of Resolutions of the Board of Directors.



L. Scott Demerau, Director

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SECRETARY OF STATE
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. The Accent Group, Inc. doing business as The Accent Group, Inc. (Georgia)
(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
(State or country under the law of which it is incorporated)
3. 58-2471868
(FEI number, if applicable)
4. May 25, 1999
(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. 5895 Windward Parkway, Ste. 220
Alpharetta, Georgia 30005
(Current mailing address)
8. Any and all lawful purposes.
(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: C T 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.

CONNIE BRYAN
SPECIAL ASSISTANT SECRETARY

Connie 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: L. Scott Demerau

Address: 5895 Windward Pkwy., Ste. 220

Alpharetta, GA 30005

Vice Chairman: Betty Sullivan

Address: 5895 Windward Pkwy., Ste. 220

Alpharetta, GA 30005

Director: Sherry Sagemiller

Address: 5895 Windward Pkwy., Ste. 220

Alpharetta, GA 30005

Director: _____

Address: _____

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

President: L. Scott Demerau

Address: 5895 Windward Pkwy., Ste. 220

Alpharetta, GA 30005

Vice President: Colman Hoffman (EVP - Finance) and Betty Sullivan (EVP - Admin)

Address: 5895 Windward Pkwy., Ste. 220

Alpharetta, GA 30005

Secretary: Betty Sullivan

Address: 5895 Windward Pkwy., Ste. 220


Alpharetta, GA 30005

Treasurer: Colman Hoffman

Address: 5895 Windward Pkwy., Ste. 220

Alpharetta, GA 30005

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. L. Scott Demerau, President
(Typed or printed name and capacity of person signing application)

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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 : K91880993
CONTROL NUMBER : K921706
DATE INC/AUTH/FILED: 05/25/1999
JURISDICTION : GEORGIA
PRINT DATE : 07/07/1999
FORM NUMBER : 211

ALTMAN, KRITZER & LEVICK, P.C.
PATTIE RIMAS
6400 POWERS FERRY RD., N.W., SUITE 224
ATLANTA, GA 30339

CERTIFICATE OF EXISTENCE

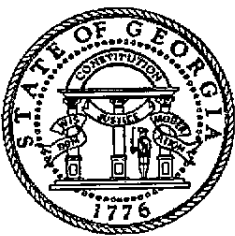
I, Cathy Cox, the Secretary of State of the State of Georgia, do hereby certify under the seal of my office that

THE ACCENT GROUP, 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