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**ALSO ADMITTED IN ALABAMA

***ALSO ADMITTED IN GEORGIA

****BOARD CERTIFIED CRIMINAL TRIAL PRACTICE

July 7, 1999

LES W. BURKE
ROB BLUE, JR.
NEVIN J. ZIMMERMAN
EDWARD A. HUTCHISON, JR.
TIMOTHY M. WARNER*
DAVID M. NOLL
ELIZABETH J. WALTERS**
SHERRI DENTON MALLORY
DOUGLAS L. SMITH
SHARON DINWIDDIE***
WILLIAM G. WARNER****
MICHAEL S. BURKE
M. TODD BURKE

Florida Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: Premier Captial Funding, Inc.
Our File No: P224-10047

200002926362--9

-07/08/99--01058--004

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

Dear Division:

Enclosed herewith please find the Application for Foreign Corporation to Transact Business in Florida and Certificate of Good Standing, regarding the above referenced corporation, along with our check in the amount of \$78.75 for the filing fee.

I would appreciate you filing this Application and return the appropriate acceptance as foreign corporation documentation to our office.

Sincerely,

BURKE & BLUE, P.A.

Jo
Jo Faucheux
Legal Assistant to
Rob Blue, Jr., Esq.

/jff
Enclosure(s)

Jo Faucheux GAVE
AUTHORIZATION BY PHONE TO
CORRECT #6 Date Trans. Bus.
DATE 7-14-99
DOC. EXAM *MJH*

Name	MJH
Availability	
Document Examiner	
Updater	
Updater Verifier	
Acknowledgement	
M. D. Verifier	

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DIVISION OF CORPORATIONS
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AFFIDAVIT

STATE OF FLORIDA
COUNTY OF BAY

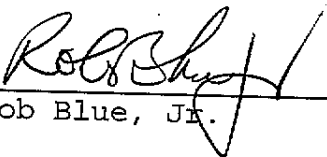
BEFORE ME this day personally appeared Rob Blue, Jr., Attorney for Premier Capital Funding, Inc., who, upon oath deposes and says:

1. My name is Rob Blue, Jr., and I the attorney for Premier Capital Funding, Inc., an Alabama corporation.

2. That Premier Capital Funding, Inc., an Alabama corporation was involved in their first Florida transaction on or about July 22, 1998, as a Lender only.

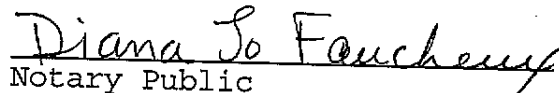
FURTHER AFFIANT SAITH NOT.

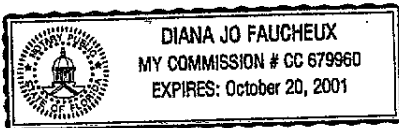
AFFIANT


Rob Blue, Jr.

STATE OF FLORIDA
COUNTY OF BAY

14th SWORN TO AND SUBSCRIBED before me by Rob Blue, Jr. this day of July, 1999, who is personally known to me.


Notary Public



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DIVISION OF CORPORATIONS
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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. PREMIER CAPITAL FUNDING, INC.

(Name of corporation; just 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. ALABAMA
(State Incorporated in)

3. 63-1197317
(FEI Number)

4. December 23, 1997
(Date of Incorporation)

5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")

6. July 22, 1998
(Date of first transaction in Florida)

7. 165 N. Beltline Highway, Mobile, AL 36608
(Current mailing Address)

8. Investments

(Purpose corp authorized in home State)

9. Name and Street Address of **Florida** Registered Agent: (Street
addresses only, P.O. Box or Mail Drop Box NOT acceptable)

NAME: ROB BLUE, JR.


OFFICE ADDRESS: 221 MCKENZIE AVENUE
PANAMA CITY, FL 32401

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

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obligations of my position as registered agent.


(Registered Agent 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 addresses only, no P.O. boxes):

A. DIRECTORS (Street address only)

Chairman: J. ROE BURTON

Address: 165 N. BELTLINE HWY, MOBILE, AL 36608

Vice Chairman: JAMES H. POSEY

Address: 165 N. BELTLINE HWY, MOBILE, AL 36608

Director: J. ROE BURTON

Address: 165 N. BELTLINE HWY, MOBILE, AL 36608

Director: JAMES H. POSEY

Address: 165 N. BELTLINE HWY, MOBILE, AL 36608

B. OFFICERS (Street Addresses only - P.O. Box NOT Acceptable)

President: J. ROE BURTON

Address: 165 N. BELTLINE HWY, MOBILE, AL 36608

Vice President: JAMES H. POSEY

Address: 165 N. BELTLINE HWY, MOBILE, AL 36608

Secretary: TAMATHA W. MIDDLETON

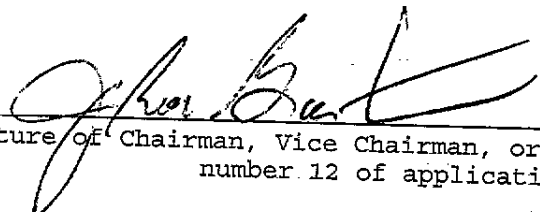
Address: 165 N. BELTLINE HWY, MOBILE, AL 36608

Treasurer: TAMATHA W. MIDDLETON

Address: 165 N. BELTLINE HWY, MOBILE, AL 36608

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 application)

14.

J. ROE BURTON, PRESIDENT

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



State of Alabama Department of Revenue

Certificate of Good Standing Domestic Corporation

I, Cynthia Underwood, Director of the Individual and Corporate Tax Division of the Alabama Department of Revenue, hereby certify that the records of said Alabama Department of Revenue show that, Premier Capital Funding Inc, a domestic corporation, incorporated in Mobile County on December 23, 1997, has to date made all returns and paid all domestic corporation franchise tax and permit fee due as required by Sections(§) 40-14-22 and 40-14-40 Code of Alabama 1975, and is in good standing as a domestic corporation.

IN WITNESS WHEREOF, I hereunto set my hand this
date of April 15, 1999.

Cynthia Underwood

Director, Individual and Corporate Tax Division

ATTEST:

[Signature]

Secretary

