PLEASE READ ALL INSTRUCTIONS BEFORE COMPLETING THIS FORM. FLORIDA DEPARTMENT OF STATE **APPLICATION** Jim Smith FOR FILED Secretary of State REINSTATEMEN DIVISION OF CORPORATIONS 02 NOV -4 PH 1:45 F99000005848 DOCUMENT # 1. Corporation Name SECRETARY OF STATE TALLAHASSEE, FLORIDA FENESCO FINANCIAL ENTERPRISES, INC. Principal Place of Business Mailing Address 850 RIDGE LAKE BLVD., STE 400 850 RIDGE LAKE BLVD., STE 400 MEMPHIS TN 38120 MEMPHIS TN 38120 **400008784764** 11/04/02--01074--007 **150.00 If above addresses are incorrect in any way, line through incorrect information and enter correction below. 2. New Principal Office Address, If Applicable 3. New Mailing Office Address, If Applicable Date Incorporated or Qualified To Do Business in Florida 11/12/1999 Suite, Apt. #, etc. Suite, Apt. #, etc. 5. FEI Number Applied For City & State 62-1282332 City & State Not Applicable Zip Country Žip Country \$8.75 Additional Fee required CERTIFICATE OF STATUS DESIRED for a Certificate of Status 7. Names and Street Addresses of Each Officer and/or Director (Florida nonprofit corporations must list at least 3 directors) Name of Officers Street Address of Each Title(s) and/or Directors City / State / Zip Officer and/or Director LAZARINI. GARY L ONE COMMERCE SQUARE-8TH FL MEMPHIS TN -D HOLLAND, LEWIS E ONE COMMERCE SQUARE 8TH FL MEMPHIS TN D scheidt jr, rudi e 850 RIDGE LAKE BLVD., STE 400 **MEMPHIS TN** D GILMORE, JOSEPH W 850 RIDGE LAKE BLVD., STE 400 MEMPHIS TN Korner, Dennis M 850 RIDGE LAKE BLVD., STE 400 MEMPHIS TN D GRUBER, SCOTT J 850 RIDGE LAKE BLVD., STE 400 MEMPHIS TN 8. Name and Address of Current Registered Agent 9. Name and Address of New Registered Agent Name (8/02) FONT: DEBORAH P Street Address (P.O. Box Number is Not Acceptable) 4715 ORDUNA DRIVE 400 Railona Dr 3R2E040 GORAL GABLES FL 33146 - Conal Gables, FL. 33143 Suite, Apt. #, Etc. City State Zip Code 10. I, being appointed the registered agent of the above named corporation, am familiar with and accept the obligations of Section 607.0505, F.S. or 617.0505, F.S. Signature of Registered Agent Date 10 25 02

er or director or the receiver or trustee empowered to execute this application as provided for in chapter 607 or 617, F.S. I further certify that when filing this reinstatement application, the reason for dissolution has been eliminated, the corporate name satisfies the requirements of section 607.0401 or 617.0401, F.S., that all fees owed by the corporation have been paid and the names of individuals listed on this form do not qualify for an exemption under section 119.07(3)(i), F.S. The information indicated on this application is true and accurate, and my signature shall have the same legal effect as if made under oath.

SIGNATURE:

Robert-W. McPhersonn, General Counsel 10/25/02 901)842-3801 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

Capital Markets Group, Inc. A Subsidiary of National Bank of Commerce, Memphis, Tennessee

October 29, 2002

Mr. Jim Smith Department of State Division of Corporations P.O. Box 6327 Tallahassee, FL 32314

Subject:

Fenesco Financial Enterprises, Inc.

Tax ID# 62-1282332

Dear Mr. Smith:

Enclosed for you is a check in the amount of one hundred and fifty dollars (\$150.00) for the reinstatement of Fenesco Financial Enterprises, Inc., to the best of my knowledge we did not receive the two prior uniform business report notices. Also, enclosed for you is the Application for Reinstatement.

If you have any questions, comments or suggestions, or if we may provide you with any additional information, please do not hesitate to contact me at (901) 842-3801 or my assistant Charity Parimore at (901) 842-3817.

Very truly yours,

Robert Wayne McPherson

General Counsel