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(Address)

(Address)

(City/State/Zip/Phone #)

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(Business Entity Name)

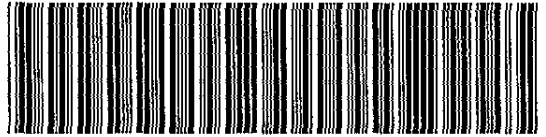
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January 10, 2006

CORPORATION NAME (S) AND DOCUMENT NUMBER (S):

Atlantic American Equity Partners, LLC

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Filing Evidence

- Plain/Confirmation Copy
- Certified Copy

Retrieval Request

- Photocopy
- Certified Copy

Type of Document

- Certificate of Status
- Certificate of Good Standing
- Articles Only
- All Charter Documents to Include Articles & Amendments
- Fictitious Name Certificate
- Other

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	Non Profit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of RA Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Reports
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation
<input type="checkbox"/>	Reinstatement

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input checked="" type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR
AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER
A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

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1. ATLANTIC AMERICAN EQUITY PARTNERS, LLC
(Name of foreign limited liability company must end with the words "limited company" or their abbreviation "L." if not so contained in the name at present.)
2. DELAWARE
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 01-0645834
(FEI number, if applicable)
4. MARCH 31, 2002
(Date of Organization)
5. PERPETUAL
(Duration: Year limited liability company will cease to exist or "perpetual")
6. UPON QUALIFICATION
(Date first transacted business in Florida, if prior to registration)
(See sections 608.501, 608.502, F.S. to determine prior penalty)
7. 101 EAST KENNEDY BLVD., SUITE 3300, TAMPA, FL 33602
(Street address of principal office)
8. If limited liability company is a manager-managed company check here n/a
9. The usual business addresses of the managing members or managers are as follows:
THIS ENTITY IS MANAGED BY ITS SOLE MEMBER WHOSE ADDRESS IS 101 EAST KENNEDY BLVD., SUITE 3300, TAMPA, FL 33602
10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the Secretary of State or the proper official having custody of records in the state under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)
11. Nature of business or purposes to be conducted or promoted in Florida: ANY ACTIVITY OR BUSINESS PERMITTED UNDER THE LAWS OF THE UNITED STATES OF AMERICA AND THE STATE OF FLORIDA

Signature of a member or an authorized representative of a member:

Sole Member:

Atlantic American Corporate Group, LLC

By: Atlantic American Holdings, Inc., its sole Member

By: 

J. Patrick Michaels, Jr., President

(In accordance with section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is: ATLANTIC AMERICAN EQUITY PARTNERS, LLC


2. The name and the Florida street address of the registered agent and office are:

BRAD A. GORDON
(Name)

101 EAST KENNEDY BLVD., SUITE 3300
Florida street address (P.O. Box NOT ACCEPTABLE)

TAMPA, FL 33602
City/State/Zip

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


BRAD A. GORDON

Filing Fee: \$ 25 for Designation of Registered Agent

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ATLANTIC AMERICAN EQUITY PARTNERS, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SIXTEENTH DAY OF DECEMBER, A.D. 2005.



3505228 8300

051025863

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4378104

DATE: 12-16-05