

Document Number Only

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CT CORPORATION SYSTEM

Requestor's Name
660 East Jefferson Street

Address
Tallahassee, FL 32301 222-1092
City State Zip Phone

CORPORATION(S) NAME

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DIVISION OF CORPORATIONS

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*****285.00 *****285.00

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*****52.50 *****52.50

The Robinson-Humphrey Company, LLC

- | | | |
|---|---|---|
| <input type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | | |
| <input checked="" type="checkbox"/> Limited Liability Co. | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Foreign | | |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other UCC Filing |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Reservation | <input type="checkbox"/> Change of F.A. |
| <input checked="" type="checkbox"/> Certified Copy | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> Fic. Name |
| | | <input type="checkbox"/> CUS |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call if Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out | | |

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THANKS, MELANIE ☺

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THE ROBINSON-HUMPHREY COMPANY, INC.
3333 Peachtree Road, N.E.
Atlanta, GA 30326

September , 1997

Secretary of State of
Florida
Corporate Records Bureau
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

Re: Qualification of The Robinson-Humphrey
Company, LLC

Dear Sir/Madam:

The Robinson-Humphrey Company, Inc., a Delaware corporation authorized to transact business in the State of Florida, hereby consents to the qualification of the above-referenced Delaware limited liability company in the State of Florida.

Very truly yours,

THE ROBINSON-HUMPHREY
COMPANY, INC.

By: 

Name: David C. Prince
Title: Assistant Secretary

APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO TRANSACT 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:

1. The Robinson-Humphrey Company, LLC
(Name of foreign limited liability company must end with the words "limited company" or their abbreviation "L.C." if not so contained in the name at present. Please Note: L.L.C. is not an acceptable suffix in Florida.)

2. Delaware
(Jurisdiction under the law of which foreign limited liability company is organized)

3. application pending
(FEI number, if applicable)

4. 9/3/97
(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. (See sections 608.501, 608.502, and 817.155, F.S.)

7. 3333 Peachtree Road, N.E.
Atlanta, GA 30326
(Street address of principal office)

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8. List and indicate in title space provided the name, title, and business address of each managing member(MGRM) or manager(MGR). It is not necessary to list members.
(attach additional page if necessary) see attached

NAME & ADDRESS:	TITLE:	NAME & ADDRESS:	TITLE:
<u>see attachment</u>			

Filing Fee: \$ 52.50 for Application

(FL. - LLC 3289 - 3/10/97)

THE ROBINSON-HUMPHREY COMPANY, LLC
LIST OF MANAGERS

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<u>NAME</u>	<u>TITLE</u>	<u>BUSINESS ADDRESS</u>
Jerome D. Sands, Jr.	Chairman of the Board	3333 Peachtree Road, N.E., Atlanta, Georgia 30326
Thomas K. Tracy	Chief Executive Officer, Vice Chairman & Director	3333 Peachtree Road, N.E., Atlanta, Georgia 30326
Roby Robinson, Jr.	President & Director	3333 Peachtree Road, N.E., Atlanta, Georgia 30326
Thomas J. Asher	Executive Vice President & Director	3333 Peachtree Road, N.E., Atlanta, Georgia 30326
Steven D. Black	Director	388 Greenwich Street, New York, NY 10013
Leon J. Borthers	Executive Vice President & Director	3333 Peachtree Road, N.E., Atlanta, Georgia 30326
George B. Clements	Senior Vice President & Director	3333 Peachtree Road, N.E., Atlanta, Georgia 30326
Roderick A. Dowling	Managing Director, Director of Corporate Finance & Director	3333 Peachtree Road, N.E., Atlanta, Georgia 30326
William L. Effinger III	Senior Vice President & Director	3333 Peachtree Road, N.E., Atlanta, Georgia 30326
Robert J. Glenn	Executive Vice President & Director	3333 Peachtree Road, N.E., Atlanta, Georgia 30326
Jon W. Kilgore	Executive Vice President & Director	3333 Peachtree Road, N.E., Atlanta, Georgia 30326
Robert C. King	Executive Vice President & Director	3333 Peachtree Road, N.E., Atlanta, Georgia 30326
Kirby J. Kuklenski	Executive Vice President & Director	3333 Peachtree Road, N.E., Atlanta, Georgia 30326
John D. Lowenberg	Managing Director & Director	3333 Peachtree Road, N.E., Atlanta, Georgia 30326
Gerard J. O'Meara	Executive Vice President & Director	3333 Peachtree Road, N.E., Atlanta, Georgia 30326
James A. O'Neill	Executive Vice President & Director	3333 Peachtree Road, N.E., Atlanta, Georgia 30326
Charles W. Scharf	Director	388 Greenwich Street, New York, NY 10013
Robert L. Setzer	Managing Director, Director of Public Finance & Director	3333 Peachtree Road, N.E., Atlanta, Georgia 30326
Charles B. Shelton III	Managing Director & Director	3333 Peachtree Road, N.E., Atlanta, Georgia 30326
R. Mac Stidham III	Senior Vice President & Director	3333 Peachtree Road, N.E., Atlanta, Georgia 30326
Henry W. Swift, Jr.	Senior Vice President & Director	3333 Peachtree Road, N.E., Atlanta, Georgia 30326
Francis M. Traynor, Jr.	Senior Vice President - Investments & Director	3333 Peachtree Road, N.E., Atlanta, Georgia 30326
Douglas R. Van Scoy	Executive Vice President & Director	3333 Peachtree Road, N.E., Atlanta, Georgia 30326
Milton W. Woodruff	Executive Vice President & Director	3333 Peachtree Road, N.E., Atlanta, Georgia 30326
Jeannie R. Wright	Executive Vice President & Director	3333 Peachtree Road, N.E., Atlanta, Georgia 30326
Lawson S. Yow	Senior Vice President - Investments & Director	3333 Peachtree Road, N.E., Atlanta, Georgia 30326
J. Conrad Zimmerman	Senior Vice President & Director	3333 Peachtree Road, N.E., Atlanta, Georgia 30326

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS
OF FOREIGN LIMITED LIABILITY COMPANY**

The undersigned member or authorized representative of a member of The Robinson-
Humphrey Company, LLC deposes and says:

- 1) the above named limited liability company has ^{one} ~~at least two~~ members ✓
- 2) the total amount of cash contributed by the member(s) is \$ 100,000,000 .
- 3) if any, the agreed value of property other than cash contributed by member(s) is
\$ - 0 - . This cash total includes amounts from 2 and 3 above.
- 4) the total amount of cash or property anticipated to be contributed by member(s) is
\$ 100,000,000 . This total includes amounts from 2 and 3 above.

By: Smith Barney Inc.

By: [Signature] Charles W. Schaff, EUP, CFO & Director

Signature of a member or authorized representative of a member.

(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.)

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Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "THE ROBINSON-HUMPHREY COMPANY, 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 TWENTY-FIFTH DAY OF SEPTEMBER, A.D. 1997.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.




Edward J. Freel, Secretary of State

2792161 8300

971322521

AUTHENTICATION:

8670183

DATE:

09-25-97

**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 IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: _____

The Robinson-Humphrey Company, LLC

2. The name and address of the registered agent and office is:

C T Corporation System

(Name)

1200 South Pine Island Road

(P.O. Box not acceptable)

Plantation, Florida 33324

(City/State/Zip)

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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.

Connie Bryan
Connie Bryan, Special Asst. Secretary
(Signature)

September 26, 1997

(Date)

FILING FEE: \$ 35 for Designation of Registered Agent