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Serving Lawyers Since 1905... Corporate Representatives in Every State

JAMES A. CURRAN
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Corporation Guarantee and Trust Company

701 ARCHITECTS BUILDING
117 SOUTH 17TH STREET, PHILADELPHIA, PA 19103-5090
TELEPHONE (215) 563-6131 • FAX (215) 563-9410

December 5, 1997

Division of Corporations
Department of State
409 E. Gaines Street
Tallahassee, FL 34399

200002366742--9
-12/09/97--01049--002
****148.75 ****148.75

RE: ATLANTIC CAPITAL INVESTMENT GROUP, L.L.C.

200002366742--9
-01/02/98--01011--002
****145.00 ****145.00

Dear Sir or Madam:

Enclosed is duplicate Application for Authorization of the above Delaware Limited Liability Company for filing with your office, together with Certificate of Good Standing and our \$148.75 check to cover filing fees.

Please send your usual acknowledgment and receipt to this office when the filing has been completed.

Cordially yours,



Joseph J. Collopy
Vice-President

JJC/ey

Enclosures

Name	12/11/97
Examiner	DCC
Updater	
Updater Verifier	
Acknowledgement	DCC
W. P. Verifier	DCC

(Cora for 1)

CORAFORL

C. TAX
FILING 145.00
R. AGENT FEE
C. CERT
TOLP
N. BANK
BALANCE DUE
REFUND

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701 ARCHITECTS BUILDING

117 SOUTH 17TH STREET, PHILADELPHIA, PA 19103-5090

TELEPHONE (215) 563-6131 • FAX (215) 563-9410

December 17, 1997

Diane Cushing, Corporate Specialist
Division of Corporations
Department of State
409 E. Gaines Street
Tallahassee, FL 34399

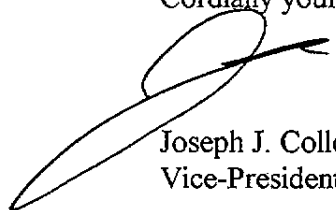
RE: ATLANTIC CAPITAL INVESTMENT GROUP, L.L.C.

Dear Diane:

In accordance with your letter of December 11, 1997, a copy of which is enclosed, I am enclosing herewith our \$145.00 check covering the balance due on the above filing. Instead of a Certified Copy, please issue a Certificate of Status for this filing and send it to my attention as soon as possible.

Your consideration is very much appreciated.

Cordially yours,



Joseph J. Collopy
Vice-President

JJC/ey

Enclosure



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

December 11, 1997

JOSEPH J. COLLOPY
CORPORATION GUARANTEE AND TRUST COMPANY
117 S. 17TH ST., 701 ARCHITECTS BUILDING
PHILADELPHIA, PA 19103-5090

SUBJECT: ATLANTIC CAPITAL INVESTMENT GROUP, L.L.C.
Ref. Number: W97000027705

We have received your document for ATLANTIC CAPITAL INVESTMENT GROUP, L.L.C. and your check(s) totaling \$148.75. However, the document has not been filed and is being retained in this office for the following:

Effective April 23, 1997, the fees to qualify a foreign limited liability company total \$285.00 and breakdown as follows: \$250.00 filing fee for the application and affidavit and \$35 registered agent designation fee. An additional \$52.50 is due for each certified copy requested and an additional \$8.75 is due for each certificate of status requested.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6913.

Diane Cushing
Corporate Specialist

Letter Number: 997A00058383

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. ATLANTIC CAPITAL INVESTMENT GROUP, L.L.C.
(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. 58-2336768
(FEI number, if applicable)

4. 6/26/97
(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. 1305 W. 13th Street, Ste 3
Wilmington, DE 19806
(Street address of principal office)

FILED
97 DEC 29 AM 10:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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)

NAME & ADDRESS:

TITLE:

NAME & ADDRESS:

TITLE:

Chaun S. Wang
11701 Highland place
Coral Springs FL 33071

Member
Chairman
Chief
Executive
Officer

Andrew Shu Hsu
714 Windthrop Rd
San Marino, CA 91108

Member
Secretary
Treasurer

Kevin M. Justice
1065 Kokomo Key Lane
Delray Beach, FL 33483

Member
President
Chief
Operating
Officer

Filing Fee: \$ 52.50 for Application

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

The undersigned member or authorized representative of a member of ATLANTIC CAPITAL
INVESTMENT GROUP, L.L.C. deposes and says:

- 1) the above named limited liability company has at least two members
- 2) the total amount of cash contributed by the member(s) is \$ 100.00
- 3) if any, the agreed value of property other than cash contributed by member(s) is
\$ 0.00 . A description of the property is attached and made a part hereto.
- 4) the total amount of cash or property anticipated to be contributed by member(s) is
\$ 100.00 . This total includes amounts from 2 and 3 above.

FILED
DEC 29 AM 10:25
CLERK OF DISTRICT COURT
PALM BEACH, FLORIDA



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.)

Kevin M. Justice
Member and President and Chief Operating Officer

Filing Fee: \$ 52.50 for Affidavit

**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, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, 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: ATLANTIC CAPITAL INVESTMENT GROUP, L.L.C.

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

KEVIN M. JUSTICE

(Name)

1065 KOKOMO KEY LANE

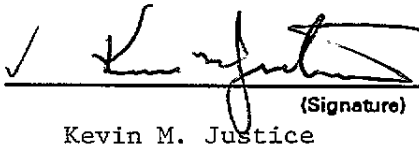
(P.O. Box or Mail Drop Box NOT acceptable)

DELRAY BEACH, FL 33483

(City/State/Zip)

FILED
97 DEC 29 AM 10:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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.


(Signature)

Kevin M. Justice

9/25/97
(Date)

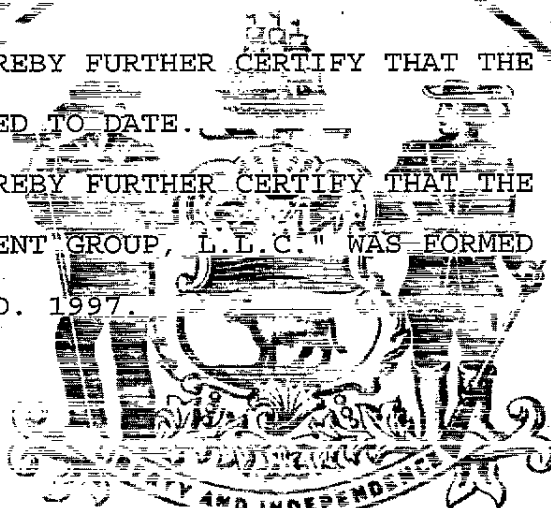
State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ATLANTIC CAPITAL INVESTMENT GROUP, L.L.C." 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 FOURTH DAY OF DECEMBER, A.D. 1997.

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

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "ATLANTIC CAPITAL INVESTMENT GROUP, L.L.C." WAS FORMED ON THE TWENTY-SIXTH DAY OF JUNE, A.D. 1997.



SECRETARY OF STATE
DELAWARE
100 N. MARKET STREET
DELAWARE, DELAWARE 19801

97 DEC 29 AM 10:25

FILED



Edward J. Freel

Edward J. Freel, Secretary of State

2766882 8300

971413365

AUTHENTICATION:

8790556

DATE:

12-04-97