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LAW OFFICES

NELSON MULLINS RILEY & SCARBOROUGH, L.L.P.

A REGISTERED LIMITED LIABILITY PARTNERSHIP

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February 12, 1998.

Via Federal Express

Secretary of State
State of Florida
Registration Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

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RE: Colonial Capital Management, LLC, Our File No. 01527/9000
Continental Investment Management, LLC, Our File No. 1457/0001

To Whom It May Concern:

On behalf of Colonial Capital Management, LLC and Continental Investment Management, LLC (the "Companies"), two South Carolina limited liability companies, I have enclosed the following materials:

Colonial Capital Management, LLC

- (1) an Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida (the "Application");
- (2) a Certificate of Designation of Registered Agent/Registered Office (the "Certificate of Designation");
- (3) an acknowledgment copy of the Application and the Certificate of Designation;
- (4) a check in the amount of \$302.50 payable to the Florida Department of State as payment for (a) the \$250 filing fee, (b) the \$35 fee for designation of registered agent, and (c) the \$17.50 fee for two Certificates of Status; and
- (5) a Certificate of Existence from the State of South Carolina.

Continental Investment Management, LLC

- (1) an Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida (the "Application");

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- (2) a Certificate of Designation of Registered Agent/Registered Office (the "Certificate of Designation");
- (3) an acknowledgment copy of the Application and the Certificate of Designation;
- (4) a check in the amount of \$302.50 payable to the Florida Department of State as payment for (a) the \$250 filing fee, (b) the \$35 fee for designation of registered agent, and (c) the \$17.50 fee for two Certificates of Status; and
- (5) a Certificate of Existence from the State of South Carolina.


Other Materials

- (1) a Federal Express envelope addressed to my office in Columbia, SC.

I would very much appreciate your stamping the enclosed acknowledgment copies of the Applications and the Certificates of Designation to evidence your receipt of them and returning such copies along with the four Certificates of Status (two for each company) in the enclosed Federal Express envelope.

Thank you very much for your assistance in this matter. If you have any questions, or if there are any problems with the Applications, please call me at (803) 733-9476.

Very truly yours,



Timothy C. Thompson

Enclosures
TCT:tct

cc: Mr. Geoffrey M. Salkow
Dan Fritze

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**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:

1. Colonial Capital Management, 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.)
2. South Carolina
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 57-1037141
(FEI number, if applicable)
4. December 29, 1995
(Date of Organization)
5. December 31, 2045
(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. 80 Mallet Hill Court
Columbia, SC 29223
(Street address of principal office)
8. List name, title, and business address of each managing member[MGRM] or manager[MGR] who will manage the foreign limited liability company in Florida: (attach additional page if necessary)

NAME & ADDRESS:	TITLE:	NAME & ADDRESS:	TITLE:
Geoffrey M. Salkow	MGRM	Brenda S. Salkow	MGRM
80 Mallet Hill Court		80 Mallet Hill Court	
Columbia, SC 29223		Columbia, SC 29223	

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TALLAHASSEE, FLORIDA

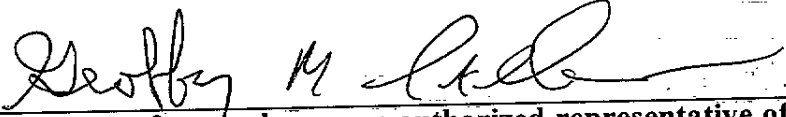
9. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the Secretary of State or the proper official having custody of records in the state under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN LIMITED LIABILITY COMPANY

The undersigned member or authorized representative of a member of Colonial Capital
Management, L.L.C. certifies:

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- 1) the above named limited liability company has at least two members;
- 2) the total amount of cash contributed by the member(s) is
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ 0;
(A description of the property is attached and made a part hereto.)
and
- 4) the total amount of cash and property contributed and anticipated to be contributed
by member(s) is \$ 200.
(This total includes amounts from 2 and 3 above.)


Signature of a member or an 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.)

Geoffrey M. Salkow

Typed or printed name of signee

Filing Fee: \$250.00 for Application and 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 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:

Colonial Capital Management, L.L.C.

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

CT Corporation System

(Name)

1200 South Pine Island Road

Florida street address (P.O. Box **NOT** ACCEPTABLE)

Plantation,

FL

33324

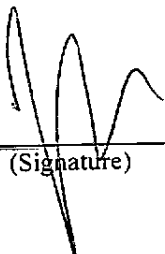
City/State/Zip

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TALLAHASSEE, FLORIDA

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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.

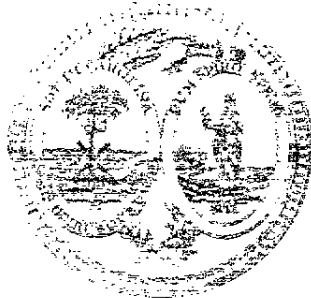


(Signature)

**JENNIFER F AULTMAN
ASSISTANT SECRETARY**

Filing Fee: \$ 35 for Designation of Registered Agent

The State of South Carolina



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TALLAHASSEE, FLORIDA

Office of Secretary of State Jim Miles

CERTIFICATE OF EXISTENCE

I, Jim Miles, Secretary of State of South Carolina Hereby certify that:

COLONIAL CAPITAL MANAGEMENT, L.L.C., A Limited Liability Company duly organized under the laws of the state of **South Carolina** on **DECEMBER 29, 1995**, has as of this date filed all reports due this office, paid all fees, taxes and penalties owed to the Secretary of State, that the Secretary of State has not mailed notice to the company that it is subject to being dissolved by administrative action pursuant to section 33-43-901 of the South Carolina code, and that the company has not filed Articles of Dissolution as of the date hereof.

Given under my Hand and the Great Seal
of the State of South Carolina this,
January 16, 1998

A handwritten signature in black ink, reading "David M. Beasley".

David M. Beasley, Governor

A handwritten signature in black ink, reading "Jim Miles".

Jim Miles, Secretary of State