

M98000000570

EVEREST TECHNOLOGIES, LLC.

June 2, 1998

Florida Department of State
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

000002548430--4
-06/05/98-01029-001
****285.00 ****285.00

RE: Register Everest Technologies, LLC in Florida

Dear Sir:

Please find enclosed the Application By Foreign Limited Liability Company for Authorization to Transact Business in Florida, Affidavit of Membership and Contributions of Foreign Limited Liability Company and Certificate of Designation of Registered Agent/Registered Office for Everest Technologies, LLC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

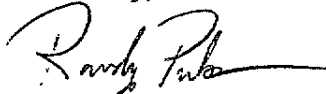
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Also enclosed is an original Certificate of Existence from the State of Tennessee.

A check in the amount of \$285.00 is enclosed for the various fees.

Should you have any questions, please call at (615)352-1006

Sincerely,



Randy Parks
Controller

M98-570

Name	JK-5
Availability	JK
Document Examiner	JK
Updater	JK
Updater Verifier	JK
Acknowledgement	JK
W. P. Verifier	JK

"Scaling the Mountain of Technology"

**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 TRANSACTION BUSINESS IN THE STATE OF FLORIDA:

1. EVEREST TECHNOLOGIES, 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.)
2. TENNESSEE
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 62-1692126
(FEI number, if applicable)
4. 5-23-98
(Date of Organization)
5. JANUARY 1, 2047
(Duration: Year limited liability company will cease to exist or "perpetual")
6. JUNE 1, 1998
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 8835 BAY MEADOW ROAD, SUITE 3-171
JACKSONVILLE, FL 32256
(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:

ROBERT S. BROWN

MGRM

STEPHEN R. HOUGH

MGRM

401 CHURCH STREET

6213 CHARLOTTE PIKE

SUITE 2220

NASHVILLE, TN 37209

NASHVILLE, TN 37219

DENNIS W. HURST

MGR

13810 SUTTON PARK DR. NORTH #720

JACKSONVILLE, FL 32224

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.)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUN -5 PM 1:00

**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:

EVEREST TECHNOLOGIES, LLC

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

DENNIS W. HURST

(Name)

13810 SUTTER PARK DRIVE NORTH #720

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

JACKSONVILLE

FL

32224

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.



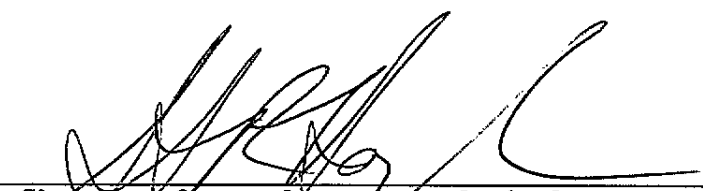
(Signature) DENNIS W. HURST

Filing Fee: \$ 35 for Designation of Registered Agent

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

The undersigned member or authorized representative of a member of _____
EVEREST TECHNOLOGIES, LLC _____ certifies:

- 1) the above named limited liability company has at least two members;
- 2) the total amount of cash contributed by the member(s) is \$ -0-;
- 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 \$ -0-;
(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.)

STEPHEN R. HOUGH - MEMBER

Typed or printed name of signee

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUN -5 PM 1:20

Filing Fee: \$250.00 for Application and Affidavit

Secretary of State

Corporations Section

James K. Polk Building, Suite 1800

Nashville, Tennessee 37243-0306

ISSUANCE DATE: 06/01/1998

REQUEST NUMBER: 98152001

TELEPHONE CONTACT: (615) 741-6488

CHARTER/QUALIFICATION DATE: 05/23/1997

STATUS: ACTIVE

CORPORATE EXPIRATION DATE: 01/01/2047

CONTROL NUMBER: 0331442

JURISDICTION: TENNESSEE

TO:
RANDY PARKS, CONTROLLER
6213 CHARLOTTE PIKE

NASHVILLE, TN 37209

REQUESTED BY:
RANDY PARKS, CONTROLLER
6213 CHARLOTTE PIKE

NASHVILLE, TN 37209

CERTIFICATE OF EXISTENCE

I, RILEY C DARNELL, SECRETARY OF STATE OF THE STATE OF TENNESSEE DO HEREBY CERTIFY THAT

"EVEREST TECHNOLOGIES, LLC"

A LIMITED LIABILITY COMPANY DULY FORMED UNDER THE LAW OF THIS STATE WITH DATE OF
FORMATION AND DURATION AS GIVEN ABOVE;
THAT ALL FEES, TAXES, AND PENALTIES OWED TO THIS STATE WHICH AFFECT THE
EXISTENCE OF THE LIMITED LIABILITY COMPANY HAVE BEEN PAID;
THAT THE MOST RECENT LIMITED LIABILITY ANNUAL REPORT REQUIRED HAS BEEN FILED;
THAT ARTICLES OF DISSOLUTION HAVE NOT BEEN FILED; AND
THAT ARTICLES OF TERMINATION OF THE EXISTENCE HAVE NOT BEEN FILED.

FOR: REQUEST FOR CERTIFICATE

ON DATE: 06/01/98

FROM:
EVEREST TECHNOLOGIES, LLC
401 CHURCH ST.
SUITE 2220
NASHVILLE, TN 37219-0000

RECEIVED: FEES \$30.00 \$0.00
TOTAL PAYMENT RECEIVED: \$30.00

RECEIPT NUMBER: 00002319551
ACCOUNT NUMBER: 00265289



Riley C Darnell

RILEY C. DARNELL
SECRETARY OF STATE