



M98000000752

116-D Thomasville Road . Mount Vernon Square . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (904) 222-2666 or (800) 969-1666 . Fax (904) 222-1666

WALK IN PICK UP 7/13/98



CERTIFIED COPY _____ CUS _____

PHOTO COPY _____ FILING Foreign

1.) Capital USA, LLC 200002585942--0 -07/14/98--01020--009 ****215.00 ****215.00

2.) _____ 200002585942--0 -07/13/98--01014--015 ****70.00 ****70.00

3.) _____

4.) CF-215

5.) _____

6.) _____

7.) _____

8.) _____

9.) _____

10.) _____

FILED STATES SECRETARY OF CORPORATIONS DIVISION OF CORPORATIONS 98 JUL 13 AM 10:55 99 JUL 13 AM 9:24

215 (G)

7/13/98

SPECIAL INSTRUCTIONS _____

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. CAPITOL USA, LLC
(Name of foreign limited liability company must end with the words "limited company" or their abbreviation "L.C." or not so contained in the name at present)

2. Tennessee 3. 62-1597304
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. 12-29-95 5. Perpetual
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")

6. June, 1998
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.)

7. Suite 1640 Republic Centre, 633 Chestnut Street, Chattanooga, TN 37405

(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: |
|--------------------------|--------|-----------------|--------|
| PLEASE SEE ATTACHED LIST | | | |
| _____ | _____ | _____ | _____ |
| _____ | _____ | _____ | _____ |
| _____ | _____ | _____ | _____ |
| _____ | _____ | _____ | _____ |
| _____ | _____ | _____ | _____ |
| _____ | _____ | _____ | _____ |
| _____ | _____ | _____ | _____ |
| _____ | _____ | _____ | _____ |

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.)

SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUN 13 AM 10:55
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DIVISION OF CORPORATIONS
98 JUL 23 AM 10:55

5. The managers of the limited liability company are

James B. Baker Suite 1640
One Republic Center
633 Chestnut Street
Chattanooga, TN 37402

Starling L. Elrod Suite 1640
One Republic Center
633 Chestnut Street
Chattanooga, TN 37402

Thomas D. Sheehy c/o Richard J. McAfee, Esq.
Baker, Donaldson, Bearman,
and Caldwell
1800 Republic Center
Chattanooga, TN 37450

Tim T. Morris Suite 1640
One Republic Center
633 Chestnut Street
Chattanooga, TN 37402

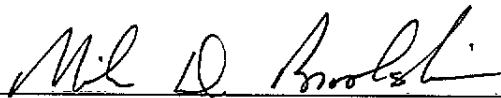
Mike D. Brookshire Suite 1640
One Republic Center
633 Chestnut Street
Chattanooga, TN 37402

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98 JUL 13 AM 10:55

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN LIMITED LIABILITY COMPANY

The undersigned member or authorized representative of a member of CAPITOL USA, 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 \$ 3,160,000.;
- 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 \$ 3,160,000.;
(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.)

Mike D. Brookshire, Secretary

Typed or printed name of signee

Filing Fee: \$250.00 for Application and Affidavit

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98 JUL 13 AM 10:55
DIVISION OF CORPORATIONS

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:

CAPITOL USA, LLC

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

NRAI Services, Inc.

(Name)

526 E. Park Avenue

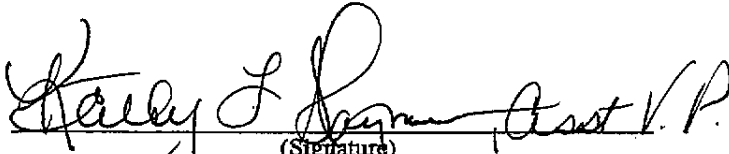
Florida street address (P.O. Box **NOT** ACCEPTABLE)

Tallahassee

FL 32301

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.


(Signature)
Kathy L. Slayman, Asst. V.P.

Filing Fee: \$ 35 for Designation of Registered Agent

Secretary of State

Corporations Section

James K. Polk Building, Suite 1800

Nashville, Tennessee 37243-0306

ISSUANCE DATE: 07/07/1998
REQUEST NUMBER: 98188121
TELEPHONE CONTACT: (615) 741-6488

CHARTER/QUALIFICATION DATE: 01/01/1996
STATUS: ACTIVE
CORPORATE EXPIRATION DATE: PERPETUAL
CONTROL NUMBER: 0304961
JURISDICTION: TENNESSEE

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DIVISION OF CORPORATIONS
98 JUL 13 AM 10:55

TO:
CAPITAL FILING SERVICE, INC.
7051 HIGHWAY 70 SO.
NO. 333
NASHVILLE, TN 37221

REQUESTED BY:
CAPITAL FILING SERVICE, INC.
7051 HIGHWAY 70 SO.
NO. 333
NASHVILLE, TN 37221

CERTIFICATE OF EXISTENCE

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

"CAPITOL USA, 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: 07/07/98

RECEIVED: FEES \$380.00 \$0.00
TOTAL PAYMENT RECEIVED: \$380.00

FROM:
CAPITAL FILING SERVICE, INC.
7051 HWY 70 S
#333
NASHVILLE, TN 37221-0000

RECEIPT NUMBER: 00002334469
ACCOUNT NUMBER: 00101230



Riley C Darnell

RILEY C. DARNELL
SECRETARY OF STATE