

M99000000079



Hardin Capital, LLC
Building 100, Suite 250
3715 Northside Parkway
Atlanta, Georgia 30327-2806
404-264-3500 Fax: 404-816-6701
e-mail: hardincapital@mindspring.com

January 5, 1999

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JAN -7 AM 8:46

CM

To Whom It May Concern:

Enclosed is Hardin Capital's Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida.

If you have any questions concerning this application, please contact me directly at (404)-264-2141.

Sincerely,

Kim I. Sciandra

Kim I. Sciandra

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-01/07/99--01055--007
****346.25 ****346.25

- Enc: Application
- Certificate of Designation of Registered Agent
- Affidavit of Membership and Contributions of Foreign LLC
- Original Certificate of Existence from the State of Georgia
- Company check for \$346.25

Kim Sciandra GAVE
AUTHORIZATION BY PHONE TO
CORRECT MGRM
DATE 1-21-99
DOC. EXAM. C. Mitchell

**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. Hardin Capital, 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. State of Georgia
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 58-2259309
(FEI number, if applicable)
4. 1-29-97
(Date of Organization)
5. Perpetual
(Duration: Year limited liability company will cease to exist or "perpetual")
6. 12-01-98
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 3715 Northside Pkwy Bldg 100, Suite 250
Atlanta, GA 30327
(Street address of principal office)

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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:
Earl L. Shell, JR	Pres	Richard F. Holland	VP
50 Cates Ridge		2725 Jims Road	
Atlanta, GA 30327		Marietta, GA 30066	
M. Brantley Barrow	MGRM		
3823 Cliff Crest Drive			
Smyrna, GA 30080			
Jeffrey R. Traeger	SEC		
1800 Benningfield Drive			
Marietta, GA 30064			

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.)

**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:

HARDIN CAPITAL, L.L.C.

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

C T 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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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)

ALLAN FARNELL
ASSISTANT SECRETARY

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 Hardin Capital, L.P. C.
_____ certifies:

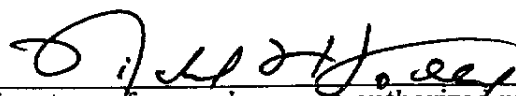
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- 1) the above named limited liability company has at least one member;

- 2) the total amount of cash contributed by the member(s) is \$ 10,000.00;

- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ n/a;
(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 \$ 10,000.00
(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.)

Richard F. Holland

Typed or printed name of signee

Filing Fee: \$250.00 for Application and Affidavit

Secretary of State
Corporations Division
Suite 315, West Tower
2 Martin Luther King Jr. Dr.
Atlanta, Georgia 30334-1530

DOCKET NUMBER : 983630040
CONTROL NUMBER : 9623348
DATE INC/AUTH/FILED: 07/24/1996
JURISDICTION : GEORGIA
PRINT DATE : 12/29/1998
FORM NUMBER : 211

HARDIN CAPITAL LLC
KIM SCIANDRA
3715 NORTHSIDE PKWY., BLDG. 100 STE. 250
ATLANTA, GA 30327

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CERTIFICATE OF EXISTENCE

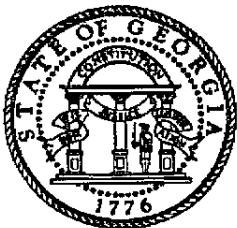
I, Lewis A. Massey, the Secretary of State of the State of Georgia, do hereby certify under the seal of my office that

HARDIN CAPITAL, LLC
A GEORGIA LIMITED LIABILITY COMPANY

was formed in the jurisdiction stated above or was authorized to transact business in Georgia on the above date. Said entity is in compliance with the applicable filing and annual registration provisions of Title 14 of the Official Code of Georgia Annotated and has not filed articles of dissolution, certificate of cancellation or any other similar document with the office of the Secretary of State.

This certificate relates only to the legal existence of the above-named entity as of the date issued. It does not certify whether or not a notice of intent to dissolve, an application for withdrawal, a statement of commencement of winding up or any other similar document has been filed or is pending with the Secretary of State.

This certificate is issued pursuant to Title 14 of the Official Code of Georgia Annotated and is prima facie evidence that said entity is in existence or is authorized to transact business in this state.



Lewis A. Massey

Lewis A. Massey
Secretary of State