

**SCHNADER HARRISON
SEGAL & LEWIS LLP**

ATTORNEYS AT LAW

SUITE 2800 ■ SUNTRUST PLAZA ■ 303 PEACHTREE STREET, N.E.
ATLANTA, GEORGIA 30308-3252

404-215-8100 ■ FAX: 404-223-5164

<http://www.shsl.com>

Direct Dial: 404-215-8137
Internet Address: Kate_Reardon@shsl.com

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February 3, 1999

Via UPS Overnight

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

FILED
99 FEB -4 PM 1:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**Re: *Foundation Capital Growth & Income Fund I, LLC*
Application for Authorization to Transact Business in Florida**

Dear Sir/Madam:

Pursuant to Section 608.503(1), Florida Statutes, enclosed for filing are the following:

1. Original and one (1) copy of the Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida;
2. Original and one (1) copy of the Affidavit of Membership and Contributions of Foreign Limited Liability Company;
3. Original and one (1) copy of the Certificate of Designation of Registered Agent/Registered Office;
4. Original Certificate of Existence (State of Georgia) dated 1/29/99;
5. Original Certified Copy of Articles of Organization (State of Georgia) dated 1/29/99; and
6. Check in the amount of \$285.00 (\$250.00 Application Fee, \$35.00 Designation of Registered Agent fee) made payable to Florida Department of State.

According to your office, this constitutes all of the filing requirements to register and authorize Foundation Capital Growth & Income Fund I, LLC to transact business in the State of Florida. In that regard, please process this Application at your earliest convenience and forward a letter of acknowledgment directly to me at the above address.

[Handwritten signature]

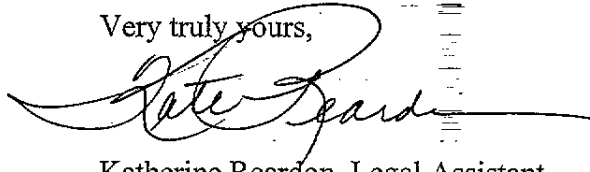
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Florida Division of Corporations
February 3, 1999
Page Two

Thank you for your kind and prompt attention to this filing. If you have any questions whatsoever, please contact me at (404) 215-8137.

Very truly yours,



Katherine Reardon, Legal Assistant
For SCHNADER HARRISON SEGAL & LEWIS LLP

Enclosures

cc: Grier G. Newlin, Esq.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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. FOUNDATION CAPITAL GROWTH & INCOME FUND I, 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. Georgia
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 58-2405325
(FEI number, if applicable)
4. 10/21/98
(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. _____
999 Peachtree Street, N.E., Suite 2670, Atlanta, GA 30309
(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:
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Foundation Capital Incorporated, Mgr.

Rodger E. Rees, Pres.

999 Peachtree St NE Ste 2670

Atlanta, GA 30309

C. Wathal Bush Co-Mgr.

999 Peachtree St NE Ste 2670

Atlanta, GA 30309

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 SECRETARY OF STATE
 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.)

**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:

Foundation Capital Growth & Income Fund I, LLC

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

NRAI Services, Inc.

(Name)

526 East Park Avenue

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

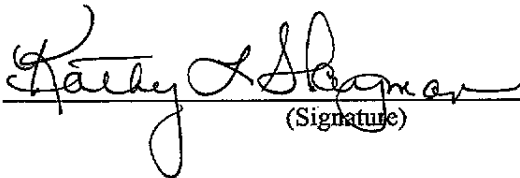
Tallahassee

FL 32301

City/State/Zip

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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)

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 FOUNDATION CAPITAL
GROWTH & INCOME FUND I, LLC certifies:

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

2) the total amount of cash contributed by the member(s) is \$ 309,000.00;

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 \$ 1.1 million
(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.)

Rodger E. Rees

Typed or printed name of signee

Filing Fee: \$250.00 for Application and Affidavit

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

DOCKET NUMBER : K90290937
CONTROL NUMBER : K839177
DATE INC/AUTH/FILED: 10/21/1998
JURISDICTION : GEORGIA
PRINT DATE : 01/29/1999
FORM NUMBER : 211

SCHNADER HARRISON SEGAL & LEWIS
KATHERINE REARDON
303 PEACHTREE ST., STE. 2800
ATLANTA, GA 30308

CERTIFICATE OF EXISTENCE

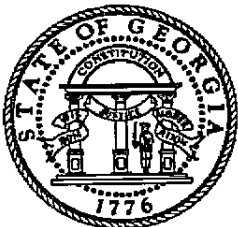
I, Cathy Cox, the Secretary of State of the State of Georgia, do hereby certify under the seal of my office that

FOUNDATION CAPITAL GROWTH & INCOME FUND I, L.L.C.
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.



Cathy Cox
Secretary of State