

F99000001655

Document Number Only

Requestor's Name: C T Corporation System
 Address: 660 East Jefferson Street
 Tallahassee, FL 32301
 City State Zip Phone

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CORPORATION(S) NAME

BBMG, Inc.

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 TALLAHASSEE, FLORIDA

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3/29/99

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. RBMG, Inc.
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION", or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. Delaware (State or country under the law of which it is incorporated) 3. 58-2449643 (FEI number, if applicable)

4. February 22, 1999 (Date of incorporation) 5. Perpetual (Duration: Year corp. will cease to exist or "perpetual")

6. upon qualification
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.156, F.S.))

7. 7909 Parklane Road, Columbia, South Carolina 29223
(Current mailing address)

8. Mortgage lending.
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent:
Name: C T Corporation System
Office Address: c/o C T Corporation System, 1200 South Pine Island Road
Plantation, Florida, 33324
(Zip Code)

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10. Registered agent acceptance:
Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application. 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

C T Corporation System

Mary R. Adams
(Registered agent's signature) (Officer)
MARY R. ADAMS
ASSISTANT SECRETARY
(Type Name and Title of Officer)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: see attached list of directors

Address: _____

Vice Chairman: see attached list of directors

Address: _____

Director: see attached list of directors

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: see attached list of officers

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

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RBMG, INC.

Executive Officers and Directors

<u>Executive Officers DOB/SS#/Title</u>	<u>Residence Address & Residence Telephone</u>	<u>Business Address & Business Telephone</u>
David W. Johnson, Jr. DOB: 10/18/48 SS# 251-82-5406 Chairman	300 Harwell Drive Columbia, SC 29223 (803)736-6478	7909 Parklane Road Columbia, SC 29223 (803)741-3542
Richard M. Duncan DOB: 1/15/48 SS# 248-80-1088 President and Chief Executive Officer	205 Genesee Valley Road Columbia, SC 29212 (803) 788-4579	7909 Parklane Road Columbia, SC 29223 (803) 741-3736
Steven F. Herbert DOB: 5/11/56 SS# 254-88-1811 Senior Executive Vice President and Chief Financial Officer	342 Amstar Road Columbia, SC 29212 (803)732-4890	7909 Parklane Road Columbia, SC 29223 (803)741-3539
Joseph D. Blodgett DOB: 2/21/48 SS# 568-76-8868 Executive Vice President	350 Powell Road, Apt. 1516 Columbia, SC 29203	7909 Parklane Road Columbia, SC 29223 (803) 741-3528
Gregory A. Samp DOB: 11/16/46 SS# 397-50-8418 Executive Vice President	6 Tuckahoe Court Columbia, SC 29209 (803) 738-8661	7909 Parklane Road Columbia, SC 29223 (803) 741-3236
Judy B. Schneider DOB: 9/5/60 SS# 249-96-5906 Executive Vice President	104 Tom's Chase Columbia, SC 29229 (803) 736-6686	7909 Parklane Road Columbia, SC 29223 (803) 741-3535
Jordan D. Dorchuck DOB: 8/31/55 SS# 058-48-7912 Senior Vice President, General Counsel and Secretary	133 Cricket Hill Road Columbia, SC 29223-3001 (803) 788-3801	7909 Parklane Road Columbia, SC 29223 (803) 741-3294
Elizabeth G. Jourdain DOB: 2/20/65 SS# 251-25-9758 Asst. Vice President and Asst. Secretary	Route 2, Box 99-18 Gaston, SC 29053 (803) 796-0437	7909 Parklane Road Columbia, SC 29223 (803) 741-3254

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Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. Elizabeth G. Jourdain
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Elizabeth G. Jourdain, Asst. Secretary
(Typed or printed name and capacity of person signing application)

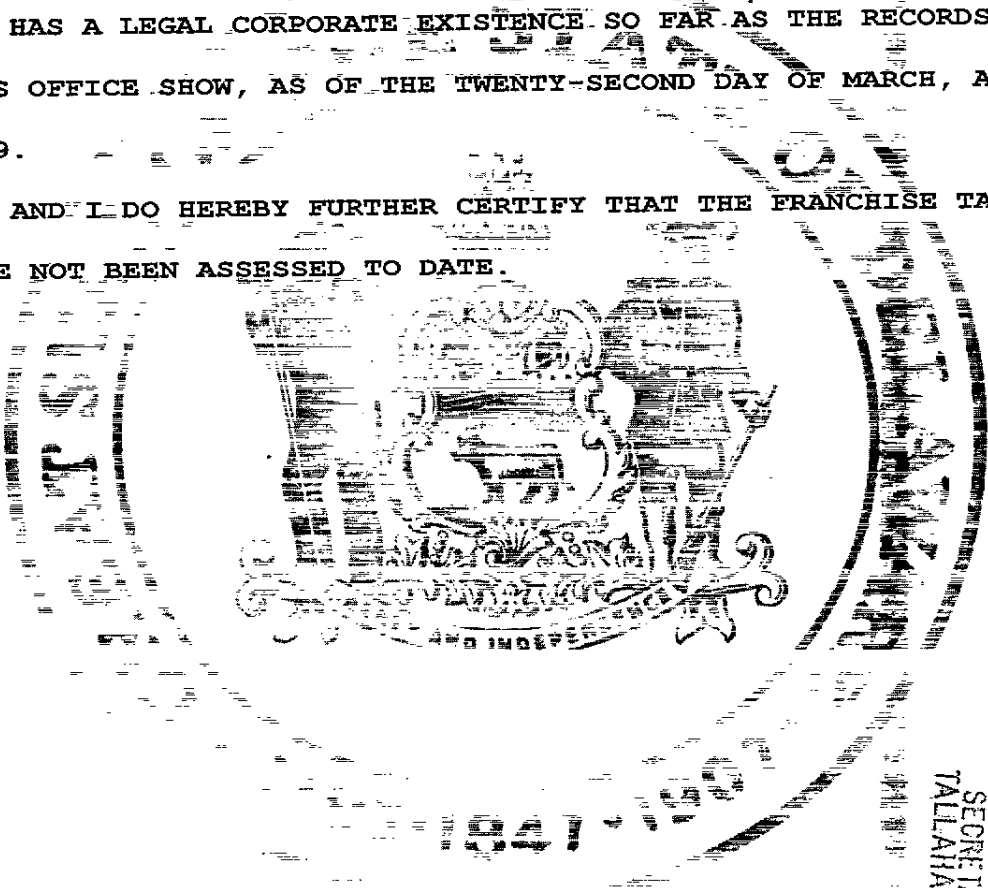
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State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "RBMG, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-SECOND DAY OF MARCH, A.D. 1999.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



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TALLAHASSEE, FLORIDA
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Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION: 9640442

DATE: 03-22-99