

F03000002987

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP  WAIT  MAIL

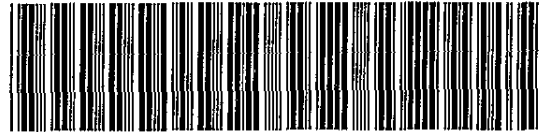
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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DEPT. OF CORPORATIONS  
TALLAHASSEE, FLORIDA

J. BRYAN JUN 17 2003

**NEVADA**

**Investment Holdings, Inc.**

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**220 Congress Park Dr., Suite 215  
Delray Beach, FL 33445  
Telephone 561-265-1300  
Fax 561-265-1308**

June 9, 2003

Bureau of Commercial Recording  
Registration Section  
Division of Corporations  
P O Box 6327  
Tallahassee, FL 32314

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DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

Enclosed is:

- Transmittal Letter of Orlando Land Inc.
- Delaware Certificate of Existence, Orlando Land Inc.
- Application by Foreign Corporation for Authorization to Transact Business in Florida
- Check in the amount of \$70.

Also enclosed is:

- Delaware Certificate of Existence, Orlando Land L.P.
- Application by Foreign Limited Partnership for Authorization to Transact Business in Florida
- Affidavit of Capital Contributions for a Foreign Limited Partnership
- Check in the amount of \$1,785.
  
- Delaware Certificate of Existence, Orlando Land Two L.P.
- Application by Foreign Limited Partnership for Authorization to Transact Business in Florida
- Affidavit of Capital Contributions for a Foreign Limited Partnership
- Check in the amount of \$1,785.

Please call with any questions. My direct line is 561-266-2401.

Very truly yours,

  
Barbara Hamilton  
Office Administrator

:bh  
corres\fl dept of state

Encls.

**TRANSMITTAL LETTER**

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DIVISION OF CORPORATIONS  
TALLAHASSEE FLORIDA

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** ORLANDO LAND INC.  
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

BARBARA HAMILTON  
(Name of Person)  
SUNBELT MANAGEMENT COMPANY  
(Firm/Company)  
220 CONGRESS PARK DR, SUITE 215  
(Address)  
DELRAY BEACH, FL 33445  
(City/State and Zip code)

For further information concerning this matter, please call:

BARBARA HAMILTON at ( 561 ) 265-1300  
(Name of Person) (Area Code & Daytime Telephone Number)

**STREET ADDRESS:**  
Registration Section  
Division of Corporations  
409 E. Gaines St.  
Tallahassee, FL 32399

**MAILING ADDRESS:**  
Registration Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- \$70.00 Filing Fee
- \$78.75 Filing Fee & Certificate of Status
- \$78.75 Filing Fee & Certified Copy
- \$87.50 Filing Fee, Certificate of Status & Certified Copy

**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.

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CORPORATIONS  
TALLAHASSEE, FLORIDA

1. ORLANDO LAND 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 3. 02-0621151  
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. JUNE 24, 2002 5. PERPETUAL  
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. \_\_\_\_\_  
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")  
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 1209 ORANGE ST., WILMINGTON, DELAWARE 19801  
(Principal office address)
- 220 CONGRESS PARK DR, SUITE 215, DELRAY BEACH, FL 33445  
(Current mailing address)


8. REAL ESTATE INVESTMENT  
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)

Name: SHEPHERD D. JOHNSTON

Office Address: C/O SUNBELT MANAGEMENT COMPANY, 220 CONGRESS PARK DR, SUITE 215  
DELRAY BEACH, Florida 33445  
(City) (Zip code)

10. Registered agent's 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 obligations of my position as registered agent.*

  
\_\_\_\_\_  
(Registered agent's signature)

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 business addresses of officers and/or directors:

**A. DIRECTORS**

Chairman: SEE ATTACHED LIST

Address: \_\_\_\_\_

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

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DIVISION OF CORPORATIONS  
& BUSINESSES, FLORIDA

**B. OFFICERS**

President: SHEPHERD D. JOHNSTON

Address: 220 CONGRESS PARK DR, SUITE 215, DELRAY BEACH, FL 33445

Vice President: \_\_\_\_\_

Address: \_\_\_\_\_

Secretary: STEPHEN T. FALVEY

Address: 220 CONGRESS PARK DR, SUITE 215, DELRAY BEACH, FL 33445

Treasurer: STEPHEN T. FALVEY

Address: 220 CONGRESS PARK DR, SUITE 215, DELRAY BEACH, FL 33445

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

13. *Stephen T. Falvey*  
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. STEPHEN T. FALVEY, SECRETARY  
(Typed or printed name and capacity of person signing application)

Directors:

Johannes Mann, 220 Congress Park Dr, Delray Beach, FL 33445  
Hans-Heinrich Firnges, 220 Congress Park Dr, Delray Beach, FL 33445  
Hugo Mann, 220 Congress Park Dr, Delray Beach, FL 33445  
Shepherd D. Johnston, 220 Congress Park Dr, Delray Beach, FL 33445  
Richard M. Reeves, 220 Congress Park Dr, Delray Beach, FL 33445  
Ulrich D. Zietemann, 220 Congress Park Dr, Delray Beach, FL 33445  
Peter Linneman, 220 Congress Park Dr, Delray Beach, FL 33445  
Detlev Staecker, 220 Congress Park Dr, Delray Beach, FL 33445  
Wolfgang Herr, 220 Congress Park Dr, Delray Beach, FL 33445

Officers:

Shepherd D. Johnston, President, 220 Congress Park Dr, Suite 215, Delray Beach, FL 33445  
Stephen T. Falvey, Senior Vice President, Secretary – 220 Congress Park Dr., Suite 215, Delray Beach, FL 33445

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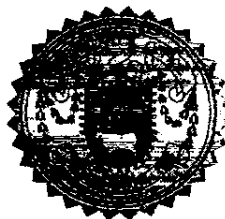
# Delaware

PAGE 1

*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ORLANDO LAND, 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 FIFTEENTH DAY OF MAY, A.D. 2003.

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2003 JUN 12 AM 11:25  
OFFICE OF CORPORATIONS  
TALLAHASSEE, FLORIDA



*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 2419454