

F9500006002

1201 HAYS STREET
TALLAHASSEE, FL 32301
904-224-1111
904-224-1111
800-342-8086

CSC networks
PRENTICE HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032
REFERENCE : 759660 5380A
AUTHORIZATION : *Patricia Pijut*
COST LIMIT : \$ 122.50

ORDER DATE : December 8, 1995
ORDER TIME : 12:18 PM
ORDER NO. : 759660
CUSTOMER NO: 5380A
CUSTOMER: Denis H. Noah, Esq
Henderson Franklin Starnes &
1715 Monroe Street
Fort Myers, FL 33901

*Please give
the 8th
File date.*

FOREIGN FILINGS

600001658216

NAME: REALMARK HOLDINGS CORP.

XX PROFIT
 NON-PROFIT

XX CORPORATE
 LIMITED PARTNERSHIP

XX QUALIFICATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Clint D. Fuhrman

RECEIVED
95 DEC -8 PM 4: 21
DIVISION OF CORPORATION
FILED
95 DEC -8 AM 9: 23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JL

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

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

1. REALMARK HOLDINGS CORP.
(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. Georgia 3. 58-1913629
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 10/10/90 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. 11/28/95
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.)

7. 5570 Glenridge Drive
Atlanta, GA 30342
(Current mailing address)

8. Real estate development
(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: CORPORATION SERVICE COMPANY

Office Address: 1201 Hays Street

Tallahassee, Florida, 32301
(Zip Code)

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TALLAHASSEE
FLORIDA

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.

By: Laura R. Dendo
(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 addresses of officers and/or directors:

A. DIRECTORS

Chairman: Sanford N. Phelps

Address: 55 Railroad Avenue
Greenwich, Connecticut 06830

Vice Chairman: _____

Address: _____

Director: Richard W. Carpenter

Address: c/o Realmark Holdings Corp.
5570 Glenridge Drive
Atlanta, Georgia 30342

Director: Robert E. Hallagan, c/o Heidrick & Struggles

Address: One Post Office Square, Boston, MA 02109-0199

Director: George R. Cornwell, c/o S.N. Phelps & Co.
55 Railroad Avenue, Greenwich, Connecticut 06830

B. OFFICERS

President: Richard W. Carpenter

Treasurer
Address: c/o Realmark Holdings Corp.

5570 Glenridge Drive
Atlanta, GA 30342

Vice President: Jere E. Wilkins and Richard S. Davis and Luther Farless
c/o Realmark Holdings Corp.

Address: 5570 Glenridge Drive
Atlanta, GA 30342

Secretary: George Thomas

Address: c/o S.N. Phelps & Co.
55 Railroad Avenue

Greenwich, CT 06830

Treasurer: _____

Address: _____

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TALLAHASSEE, FLORIDA

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

13.

[Signature]
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14.

Jere E. Wilkins Vice President

(Typed or printed name and capacity of person signing application)

Secretary of State
Business Information and Services
Suite 315, West Tower
2 Martin Luther King Jr. Dr.
Atlanta, Georgia 30334-1530

DOCKET NUMBER : 952540186
CONTROL NUMBER : 9018791
DATE INC/AUTH/FILED: 10/10/1990
JURISDICTION : GEORGIA
PRINT DATE : 09/11/1995
FORM NUMBER : 211

STERLING TITLE AGENCY, INC.
SUITE 800
900 CIRCLE 75 PKWY
ATLANTA GA 30339

CERTIFICATE OF EXISTENCE

I, MAX CLELAND, Secretary of State of the State of Georgia, do hereby certify under the seal of my office that

REALMARK HOLDINGS CORP.
A DOMESTIC PROFIT CORPORATION

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.



CORPORATIONS
656-2817

CORPORATIONS HOT LINE
404-656-2222
Outside Metro-Atlanta

Max Cleland
MAX CLELAND
SECRETARY OF

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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