

F97000006778  
AVATAR

VIA FEDEX

December 18, 1997

Florida Department of State  
Division of Corporations  
George Firestone Building  
409 E. Gaines Street  
Tallahassee, FL 32399

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-12/22/97--01076--005  
\*\*\*\*122.50 \*\*\*\*122.50

RE: Brookman-Fels Communities, Inc.

Gentlemen:

It is our wish to qualify the above referenced Delaware corporation in the State of Florida. In connection therewith enclosed are:

- Application to Transact Business in Florida.
- "Good Standing" Certificate issued by the Delaware Secretary of State.
- Our check in the amount of \$122.50 in payment of your fee for filing of the Application and for furnishing a certified copy of the Certificate of Authority.

I trust we have included all necessary items to effect qualification. However, should you require additional documentation or information please contact us.

Thank you for your prompt response.

Very truly yours,

AVATAR HOLDINGS INC.

*Juanita I. Kerrigan*

Juanita I. Kerrigan  
Vice President and Secretary

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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JIK/kmn

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. Brookman-Fels Communities, 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. To be applied for (FEI number, if applicable)

4. November 18, 1997 (Date of Incorporation) 5. Perpetual (Duration: Year corp. will cease to exist or "perpetual")

6. n/a - not commenced (Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.)

7. 255 Alhambra Circle, Coral Gables, Florida 33134 (Current mailing address)

8. Any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Florida. (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: (P.O. Box or Mail Drop Box NOT acceptable)

Name: Juanita I. Kerrigan c/o Avatar Holdings Inc. Office Address: 255 Alhambra Circle Coral Gables, Florida, 33134 (Zip Code)

10. Registered agent's acceptance: Having been named as registered agent 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: Juanita I. Kerrigan (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.

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12. Names and addresses of officers and/or directors: (Street address ONLY - P.O. Box NOT acceptable)

A. DIRECTORS (Street address ONLY - P.O. Box NOT acceptable)

Chairman: Gerald D. Kelfer

Address: 255 Alhambra Circle  
Coral Gables, Florida 33134

Vice Chairman: n/a

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

Director: Jonathan Fels

Address: 255 Alhambra Circle  
Coral Gables, Florida 33134

Director: Dennis J. Getman

Address: 255 Alhambra Circle  
Coral Gables, Florida 33134

Director: Michael Levy

Address: 255 Alhambra Circle  
Coral Gables, Florida 33134

Director: Charles L. McNairy

Address: 255 Alhambra Circle  
Coral Gables, Florida 33134

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B. OFFICERS (Street address ONLY - P.O. Box NOT acceptable)

President: Jonathan Fels

Address: 255 Alhambra Circle  
Coral Gables, Florida 33134

Exec. VP &  
COO: Michael Levy

Address: 255 Alhambra Circle  
Coral Gables, Florida 33134

Executive  
Vice President: Dennis J. Getman

Address: 255 Alhambra Circle  
Coral Gables, Florida 33134

Vice Pres. &  
Secretary: Juanita L. Kerrigan

Address: 255 Alhambra Circle  
Coral Gables, Florida 33134

Exec. VP &  
Treasurer: Charles L. McNairy

Address: 255 Alhambra Circle  
Coral Gables, Florida 33134

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

13. *Juanita L. Kerrigan*  
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

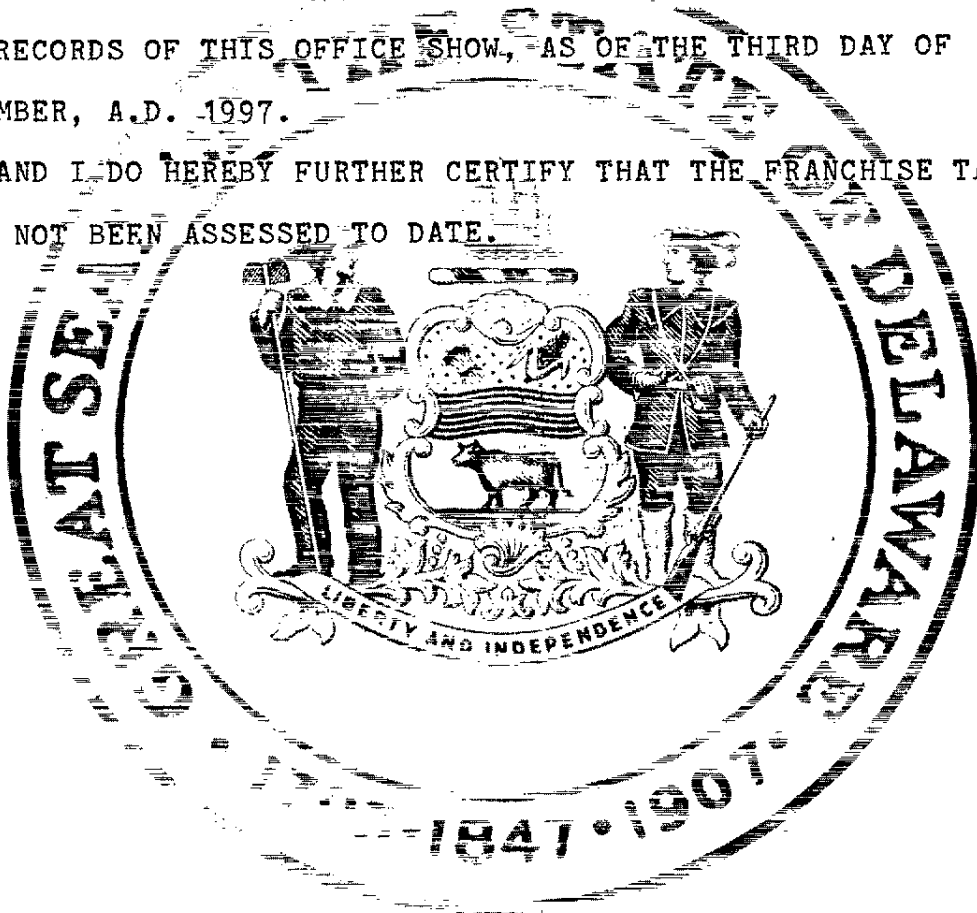
14. Juanita L. Kerrigan, Vice President  
(Typed or printed name and capacity of person signing application)

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Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "BROOKMAN-FELS COMMUNITIES, 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 THIRD DAY OF DECEMBER, A.D. 1997.

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



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*Edward J. Freel*

Edward J. Freel, Secretary of State



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AUTHENTICATION: 8788117  
DATE: 12-03-97