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Florida Department of State  
Division of Corporations  
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## FOREIGN PROFIT QUALIFICATION

Gulf Bay Land Investments, Inc.

Certificate of Status	1
Certified Copy	1
Page Count	03
Estimated Charge	\$87.50

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**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. Gulf Bay Land Investments, 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. \_\_\_\_\_  
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. February 28, 2000 5. Perpetual  
(Date of incorporation) (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 817.155, F.S.)

7. 3470 Club Center Boulevard  
Naples, FL 34114-0816  
(Current mailing address)

8. Any lawful activity  
(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: Mark J. Woodward  
Woodward, Pires & Lombardo P.A.

Office Address: 801 Laurel Oak Drive, Suite 710

Naples, Florida, 34108  
(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.*

[Signature]  
(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.

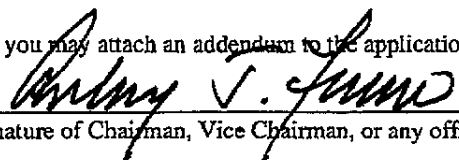
12. Names and addresses of officers and/or directors: (Street address **ONLY** - P.O. Box **NOT** acceptable)

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**A. DIRECTORS (Street address only - P.O. Box NOT acceptable)**Chairman: Aubrey J. FerraoAddress: 3470 Club Center BoulevardNaples, FL 34114-0816Vice Chairman: Anthony DiNardoAddress: 3470 Club Center BoulevardNaples, FL 34114-0816Director: Mark J. WoodwardAddress: 801 Laurel Oak Drive, Suite 710Naples, FL 34108Director: James J. McCarthyAddress: 1285 Avenue of the AmericasNew York, NY 10019**B. OFFICERS (Street address only - P.O. Box NOT acceptable)**President: Aubrey J. FerraoAddress: 3470 Club Center BoulevardNaples, FL 34114-0816

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

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

Secretary: Anthony DiNardoAddress: 3470 Club Center BoulevardNaples, FL 34114-0816Treasurer: Aubrey J. FerraoAddress: 3470 Club Center BoulevardNaples, FL 34114-0816**NOTE:** If necessary, you may attach an addendum to the application listing additional officers and/or directors.13.   
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)14. Aubrey J. Ferrao, President  
(Typed or printed name and capacity of person signing application)FILED  
00 APR -5 AM 8:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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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 "GULF BAY LAND INVESTMENTS, 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 FOURTH DAY OF APRIL, A.D. 2000.

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

FILED  
00 APR -5 AM 8:35  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



*Edward J. Freel*  
\_\_\_\_\_  
Edward J. Freel, Secretary of State

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AUTHENTICATION:

0358055

DATE:

04-04-00

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