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SECRETARY OF CORPORATIONS
96 JAN -4 PM 1:51

ACCOUNT NO. : 072100000032

REFERENCE : 792128 10084A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : January 4, 1996

ORDER TIME : 10:46 AM

ORDER NO. : 792128

CUSTOMER NO: 10084A

CUSTOMER: Richard Roosa, Esq
Roosa Sutton Mciver Burandt &
1714 Cape Coral Parkway
Cape Coral, FL 33904

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-01/08/96--01019--009
***1837.50 ***1837.50

G. TAX
FILING 1750.00
R. AGENT FEE 35.00
G. COPY 52.50
TOTAL 1837.50
N. BANK
BALANCE DUE
REFUND

FOREIGN FILINGS

NAME: MORSE SHORES LAND ASSOCIATES,
LTD.

XX PROFIT
NON-PROFIT

CORPORATE
XX LIMITED PARTNERSHIP

XX QUALIFICATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Carina L. Dunlap

RECEIVED
96 JAN -4 PM 12:18
DIVISION OF CORPORATIONS

Florida Department of State, Jim Smith, Secretary of State

APPLICATION BY FOREIGN LIMITED PARTNERSHIP FOR AUTHORIZATION
TO TRANSACT BUSINESS IN FLORIDA

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DIVISION OF CORPORATIONS
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1. MORSE SHORES LAND ASSOCIATES, LTD.
(name)

2. ~~MORSE SHORES CENTER LAND ASSOCIATES, LTD.~~
(alternate name)

3. PENNSYLVANIA
(state)

4. 12/10/86
(date)

5. RICHARD V.S. ROOSA
(reg. agent)

6. 1714 Cape Coral Parkway
(street)
CAPE CORAL, FL 33904
(city)

7. Acceptance by Registered Agent for Service of Process.


RICHARD V.S. ROOSA

8. Suite 650 One Allegheny Center, Pittsburgh, PA 15212
(address)

9. NAMES OF GENERAL PARTNERS

ADDRESS

REGP, Inc.

F-970000000049

Suite 650 One Allegheny Center
Pittsburgh, PA 15212

10. Suite 650 One Allegheny Center, Pittsburgh, PA 15212
(location of names, addresses and contributions of Limited Part.)

11. The limited partnership will undertake to keep the records listing the addresses and capital contributions of the limited partners until the limited partnership's registration in Florida is cancelled or withdrawn.

12. Suite 650 One Allegheny Center, Pittsburgh, PA 15212
(mailing address)

This 18th day of December, 1995

REGP, Inc.


Edward D. Ging, Vice Pres.

STATE OF PENNSYLVANIA

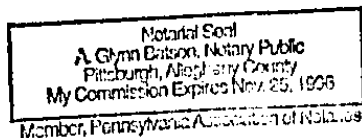
COUNTY OF

THE FOREGOING instrument was acknowledged and sworn to before me this 18th day of December, 1995, by Edward D. Ging, Vice President of REGP, Inc. the general partner of MORSE SHORES LAND ASSOCIATES, LTD. a Pennsylvania Limited Partnership.


Notary Public

State of Pennsylvania at Large.

(SEAL) My Commission Expires:



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SECRETARY OF COMMONWEALTH
DIVISION OF CORPORATIONS
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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME the undersigned, personally appeared Edward D. Ging, Vice President of REGP, Inc. a general partner of MORSE SHORES LAND ASSOCIATES, LTD. a Pennsylvania Limited Partnership, hereinafter referred to as the "Partnership", who certifies as follows:

1. The amount of capital contributions of the limited partners is \$2,700,000.00.
2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is \$2,300,000.00.

Dated this 18th day of December, 1995.

FURTHER AFFIANT SAYETH NOT.

Under penalties of perjury, I declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.


Edward D. Ging, Vice President

STATE OF PENNSYLVANIA

COUNTY OF

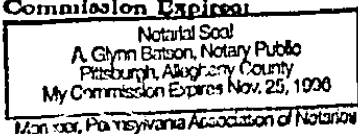
BEFORE ME, the undersigned officer, a Notary Public authorized to administer oaths and to take acknowledgments in and for the State and County set forth above, personally appeared Edward D. Ging, Vice President of REGP, Inc. the general partner of MORSE SHORES LAND ASSOCIATES, LTD. a Pennsylvania Limited Partnership, known to me and known by me to be the person who executed the foregoing Affidavit as General Partner of said partnership.

IN WITNESS WHEREOF I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 18th day of December, 1995.


Notary Public

State of Pennsylvania at Large

(SEAL) My Commission Expires



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SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JAN - 11 1:51