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ACCOUNT NO. : 072100000032

REFERENCE : 580773 4344659

AUTHORIZATION : *Patricia Regis*

COST LIMIT : \$ 78.75

ORDER DATE : February 8, 2000

ORDER TIME : 10:18 AM

ORDER NO. : 580773-005

500003129185-4

CUSTOMER NO: 4344659

CUSTOMER: Andrew Dunstan, Legal Asst
Greenberg Traurig, P.a.
Suite 300 East Tower
777 S. Flagler Drive
West Palm Beach, FL 33401

FOREIGN FILINGS

NAME: WESTMARK RESOLUTION
CORPORATION

(Handwritten signature/initials)

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds

B/K
2/9/00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 FEB -9 AM 11:46

RECEIVED
00 FEB -9 AM 10:39
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

**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. WESTMARK RESOLUTION CORPORATION

(Name of corporation: must include the word "INCORPORATED," "COMPANY," "CORPORATION" or words or abbreviations or like imports 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. "applied for"
(FBI number, if applicable)

4. January 12, 2000
(Date of Incorporation)

5. Perpetual
(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. 8000 North Federal Highway

Boca Raton, FL 33487
(Current mailing address)

8. To engage in any act or activity for which corporations may be organized under the Florida Business Corporation Act.
(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 of Mail Drop Box **NOT** acceptable)

Name: Corporation Service Company

Office Address: 1201 Hays Street
Tallahassee, FL

32301
(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.

CORPORATION SERVICE COMPANY

By: Deborah D. Skipper **Deborah D. Skipper**
(Registered agent's signature) **as its agent**
Authorized Signatory

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)

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

Chairman: _____

Address: _____

Director: Payton Story, III

Address: 8000 North Federal Highway

Boca Raton, FL 33487

Director: Darrell Cotherman

Address: 8000 North Federal Highway

Boca Raton, FL 33487

Director: Irving H. Bowen

Address: 8000 North Federal Highway

Boca Raton, FL 33487

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

President: Payton Story, III

Address: 8000 North Federal Highway

Boca Raton, FL 33487

COO: Darrell Cotherman

Address: 8000 North Federal Highway

Boca Raton, FL 33487

Secretary: Payton Story, III

Address: 8000 North Federal Highway

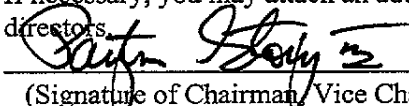
Boca Raton, FL 33487

CFO: Irving H. Bowen

Address: 8000 North Federal Highway

Boca Raton, FL 33487

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. Payton Story, III, President
(Typed or printed name and capacity of person signing application)

RECEIVED
DIVISION OF CORPORATIONS
00 FEB -9 AM 11:46

State of Delaware
Office of the Secretary of State

PAGE 1

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
100 FEB -9 AM 11:46

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "WESTMARK RESOLUTION CORPORATION" 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 EIGHTH DAY OF FEBRUARY, A.D. 2000.

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

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "WESTMARK RESOLUTION CORPORATION" WAS INCORPORATED ON THE TWELFTH DAY OF JANUARY, A.D. 2000.



Edward J. Freel

Edward J. Freel, Secretary of State

3158889 8300

001063380

AUTHENTICATION:

0245302

DATE:

02-08-00