

Document Number Only

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CT Corporation System
660 East Jefferson Street
Tallahassee, FL 32301
Tel 850 222 1092
Fax 850 222 7615
Attn: Jeff Netherton

100003132661--3
-02/11/00--01076--009
*****70.00 *****70.00

CORPORATION(S) NAME

Benchmark Waverley Properties, Inc.

<input checked="" type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input type="checkbox"/> Merger
<input type="checkbox"/> Nonprofit		
<input checked="" type="checkbox"/> Foreign	<input type="checkbox"/> Dissolution/Withdrawal	<input type="checkbox"/> Mark
	<input type="checkbox"/> Reinstatement	
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> LLC	<input type="checkbox"/> Name Registration	<input type="checkbox"/> Change of RA
	<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> UCC
<input type="checkbox"/> Certified Copy	<input type="checkbox"/> Photocopies	<input type="checkbox"/> CUS
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem	<input type="checkbox"/> After 4:30
<input checked="" type="checkbox"/> Walk In	<input type="checkbox"/> Will Wait	<input checked="" type="checkbox"/> Pick Up
<input type="checkbox"/> Mail Out		

Name 02/11/00

Availability

Document

Examiner

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Verifier

Acknowledgement

W.P. Verifier

FILE FIRST

TALLAHASSEE, FLORIDA
DIVISION OF CORPORATIONS
STATE OF FLORIDA

00 FEB 11 AM 11:36

RECEIVED

FILED
STATE OF FLORIDA
DIVISION OF CORPORATIONS
00 FEB 11 PM 2:40
FILED
STATE OF FLORIDA
DIVISION OF CORPORATIONS
00 FEB 11 PM 2:40

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. Benchmark Waverley Properties, 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. applied

(FEI number, if applicable)

4. February 9, 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. 4053 Maple Road, Amherst, New York 14226

(Current mailing address)

8. The corporation will act as the general partner of a limited partnership which will also register to do business in 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:

Name: C T Corporation System

Office Address: c/o C T Corporation System, 1200 South Pine Island Road

Plantation, Florida, 33324

(Zip Code)

10. Registered agent 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 obligation of my position as registered agent.

C T Corporation System

Connie Bryan

(Registered agent's signature) (Officer)

Connie Bryan, Special Asst. Secy

(Type Name and Title of Officer)

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: See attached list of directors

Address: _____

Vice Chairman: See attached list of directors

Address: _____

Director: See attached list of directors

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See attached list of officers

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 FEB 11 PM 2:40

Feb-09-00 02:48pm

From-HODGSON RUSS

+7168490349

T-306 P. 04/08

F-634

Treasurer: _____

Address: _____

OFFICE OF THE
CLERK OF THE
SUPREME COURT
00 FEB 11 PM 2:40

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. P. Jeffrey Birch, Vice President _____

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

Appendix to Florida
Application by Fgn. Corp. for Authorization to Transact Business in Florida

**Officers of
Benchmark Waverley Properties, Inc.**

1. Clarke H. Narins, President
4053 Maple Road
Amherst, New York 14226
2. George I. Gellman, Vice President & Treasurer
4053 Maple Road
Amherst, New York 14226
3. P. Jeffrey Birtch, Vice President and Assistant Secretary
4053 Maple Road
Amherst, New York 14226
4. Arthur M. Gellman, Secretary
4053 Maple Road
Amherst, New York 14226
5. Steven J. Longo, Assistant Treasurer
4053 Maple Road
Amherst, New York 14226

FILED
CLERK OF SUPERIOR COURT
DIVISION OF CORPORATIONS
00 FEB 11 PM 2:40

**Directors of
Benchmark Waverley Properties, Inc.**

1. Arthur M. Gellman, Chairman of the Board
4053 Maple Road
Amherst, New York 14226
2. Clarke H. Narins
4053 Maple Road
Amherst, New York 14226
3. George I. Gellman
4053 Maple Road
Amherst, New York 14226

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "BENCHMARK WAVERLEY PROPERTIES, 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 NINTH DAY OF FEBRUARY, A.D. 2000.


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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 FEB 11 PM 2:40

3173378 8300

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Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE:

0248831

02-09-00