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F00000001812

C T CORPORATION SYSTEM

Requestor's Name
660 East Jefferson Street

Address
Tallahassee, FL 32301 (850)222-1092
City State Zip Phone

CORPORATION(S) NAME

600003191546--9
-03/31/00--01045--023
*****70.00 *****70.00

Forest Manager Corp.

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DIVISION OF CORPORATIONS

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TALLAHASSEE, FLORIDA
DIVISION OF CORPORATIONS
DEPARTMENT OF STATE

**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. FOREST MANAGER CORP.

(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. MICHIGAN

(State or country under the law of which it is incorporated)

3. 38-3514187

(FEI number, if applicable)

4. 1/21/00

(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. 710 N WOODWARD AVE, STE 240

BLOOMFIELD HILLS MI 48304

(Current mailing address)

8. REAL ESTATE MANAGEMENT AND DEVELOPMENT

(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: C T Corporation System

Office Address: 1200 South Pine Island Road

Plantation, Florida, 33324

(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.

C T Corporation System, By Marc A. Gillis, Asst Secy

Ma A Gillis

(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: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: DANIEL GREGOR

Address: c/o CHAMPION ENTERPRISES, 2701 UNIVERSITY DR, STE 300
AUBURN HILLS MI 48326

Director: JOHN COLLINS, JR.

Address: C/O CHAMPION ENTERPRISES, 2701 UNIVERSITY DR, STE 300
AUBURN HILLS MI 48326

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

President: STEVEN P. ADLER

Address: c/o FOREST COMMUNITIES CORP.
710 N WOODWARD AVE, STE 240 BLOOMFIELD HILLS MI 48304

Vice President: TERRY J. WINTER

Address: c/o FOREST COMMUNITIES CORP.
710 N WOODWARD AVE, STE 240 BLOOMFIELD HILLS MI 48304

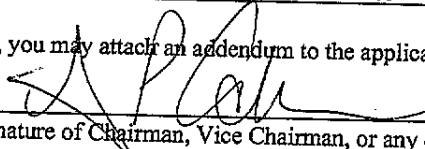
Secretary: COLLEEN T. BAUMAN

Address: C/O CHAMPION ENTERPRISES
2701 UNIVERSITY DR, STE 300, AUBURN HILLS MI 48326

Treasurer: TERRY J. WINTER

Address: c/o FOREST COMMUNITIES CORP.
710 N WOODWARD AVE, STE 240 BLOOMFIELD HILLS MI 48304

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

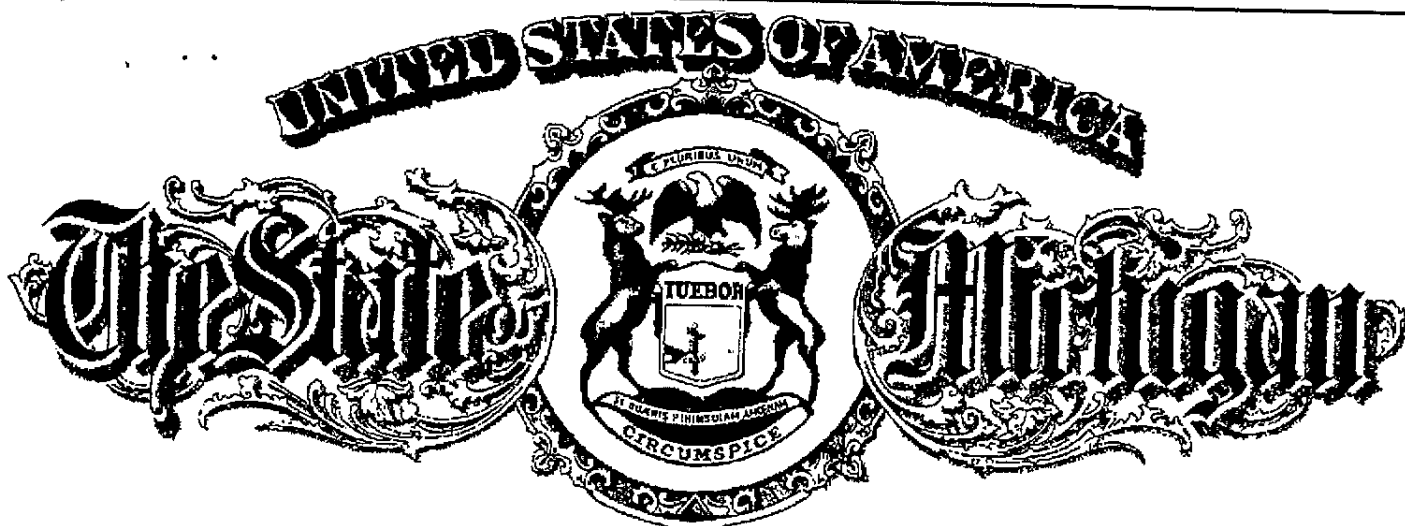
13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. STEVEN P. ADLER, PRESIDENT
(Typed or printed name and capacity of person signing application)

List of Officers and Directors
of
Forest Manager Corp. (cont'd)

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<u>Name</u>	<u>Office</u>	<u>Address</u>
Andrew Feuereisen	C.F.O.	c/o Forest Communities Corp 710 N Woodward Ave, ste 240 Bloomfield Hills MI 48304
Joseph P. Lombardo	Asst. Secretary	c/o Forest Communities Corp 710 N Woodward Ave, ste 240 Bloomfield Hills MI 48304



Michigan Department of Consumer and Industry Services

Lansing, Michigan

This is to Certify That

FOREST MANAGER CORP.

was validly incorporated on January 21, 2000, as a Michigan profit corporation, and said corporation is validly in existence under the laws of this State.

This certificate is issued to attest to the fact that the corporation is in good standing in this office as of this date and is duly authorized to transact business or conduct affairs in Michigan and for no other purpose. It is in the usual form, made by me as the proper officer, and is entitled to have full faith and credit given it in every court and office within the United States.

In testimony whereof, I have hereunto set my hand and affixed the Seal of the Department, in the City of Lansing, this 29th day of March, 2000.

, Director

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Corporation, Securities and Land Development Bureau