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LEWIS, LLP**

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HAROLD L. LEWIS
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May 26, 2000

VIA FEDERAL EXPRESS

Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

100003271101-1
-05/30/00--01137--011
*****78.75 *****78.75

Re: Elliot House Properties, Inc., A Texas Corporation

W-13966

The enclosed Application by the above-referenced Foreign Corporation for Authorization to Transact Business in Florida and Certificate of Existence are submitted to register the above-referenced foreign corporation to transact business in Florida. Additionally, enclosed is a check in the amount of \$78.75 for the filing fee and the fee for obtaining a certified copy of same.

Thank you for your assistance. Please call with any questions.

Sincerely,

PATHMAN LEWIS, LLP

Harold L. Lewis

HLL:ts

Encl.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

B7C 7/26

CAPITAL CONNECTION, INC:

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Eliot House Properties, Inc.

Corrected

Signature _____

Requested by: LM 7/26 10:03
Name _____ Date _____ Time _____

Walk-In _____ Will Pick Up _____

- _____ Art of Inc. File _____
- _____ LTD Partnership File _____
- ☒ Foreign Corp. File Cont.
- _____ L.C. File _____
- _____ Fictitious Name File _____
- _____ Trade/Service Mark _____
- _____ Merger File _____
- _____ Art. of Amend. File _____
- _____ RA Resignation _____
- _____ Dissolution / Withdrawal _____
- _____ Annual Report / Reinstatement _____
- ☒ Cert. Copy _____
- _____ Photo Copy _____
- _____ Certificate of Good Standing _____
- _____ Certificate of Status _____
- _____ Certificate of Fictitious Name _____
- _____ Corp Record Search _____
- _____ Officer Search _____
- _____ Fictitious Search _____
- _____ Fictitious Owner Search _____
- _____ Vehicle Search _____
- _____ Driving Record _____
- _____ UCC 1 or 3 File _____
- _____ UCC 11 Search _____
- _____ UCC 11 Retrieval _____
- _____ Courier _____

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FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

July 11, 2000

PATHMAN LEWIS LLP
ONE BISCAYNE TOWER, STE 2400
2 SOUTH BISCAYNE BLVD
MIAMI, FL 33131

SUBJECT: ELIOT HOUSE PROPERTIES, INC.
Ref. Number: W00000013966

We have received your document for ELIOT HOUSE PROPERTIES, INC. and your check(s) totaling \$78.75. However, the document has not been filed and is being retained in this office for the following:

A certificate of existence or a certificate of good standing, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6097.

Michael Mays
Document Specialist

Letter Number: 100A00038156

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

June 1, 2000

PATHMAN LEWIS LLP
ONE BISCAYNE TOWER, STE 2400
2 SOUTH BISCAYNE BLVD
MIAMI, FL 33131

SUBJECT: ELIOT HOUSE PROPERTIES, INC.
Ref. Number: W00000013966

We have received your document for ELIOT HOUSE PROPERTIES, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

A certificate of existence or a certificate of good standing, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6097.

Michael Mays
Document Specialist

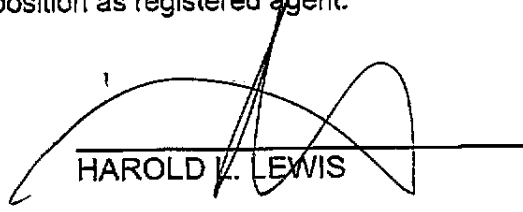
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APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACTION BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A
FOREIGN CORPORATION TO TRANSACTION BUSINESS IN THE STATE OF FLORIDA.

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1. Eliot House 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. Texas
(State or country under the law of which it is incorporated)
3. 30010801444
(FEI number, if applicable)
4. December 4, 1987
(Date of incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. As of the date of acceptance of this application.
(Date first transacted business in FL.)(SEE SECTIONS 607.1501, 607.1502 and 817.155, .S.)
7. 580 Commerce Street, Suite 400, Southlake, Texas 76092
(Current Mailing Address)
8. Any and all purposes authorized under Florida Law
(Purpose(s) of corporation authorized in home state or country to be carried out in State of Florida)
9. Harold L. Lewis, One Biscayne Tower, Suite 2400, 2 South Biscayne Boulevard, Miami, Florida 33131
(Name and Address of Florida Registered Agent)
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.

HAROLD L. LEWIS
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)

Directors:

Elizabeth H. Zoba
2626 Haverford Rd
Columbus, OH 43220

C. David Zoba
2626 Haverford Rd
Columbus, OH 43220

Officers:

President and Treasurer:

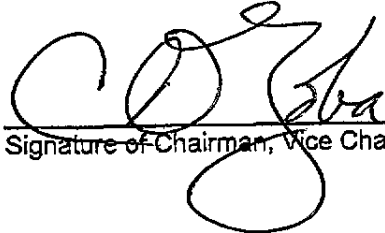
C. David Zoba
2626 Haverford Rd
Columbus, OH 43220

Vice President and Secretary:

Elizabeth H. Zoba
2626 Haverford Rd
Columbus, OH 43220

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SECRETARY OF STATE
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13.


Signature of Chairman, Vice Chairman or any officer listed in Number 12 of this application

14.

C. David Zoba, President / Treasurer / Director
Name and capacity of person signing this application



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The State of Texas

SECRETARY OF STATE


IT IS HEREBY CERTIFIED that
Articles of Incorporation of

ELIOT HOUSE PROPERTIES, INC.
File No. 1058206-0

were filed in this office and a certificate of incorporation was issued to this corporation,
and no certificate of dissolution is in effect and the corporation is currently in existence.

*IN TESTIMONY WHEREOF, I have hereunto
signed my name officially and caused to be
impressed hereon the Seal of State at my office in
Austin, Texas on July 27, 2000.*




VT

Elton Bomer
Secretary of State