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From:
Account Name : CORPORATE CREATIONS INTERNATIONAL INC.
Account Number : 110432003053
Phone : (305) 672-0686
Fax Number : (305) 672-9110

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TALLAHASSEE, FLORIDA

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FOREIGN PROFIT QUALIFICATION

~~Windsor Properties, Inc.~~
Windsor Properties of Palm Beach, Inc.

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Certificate of Status	0
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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

February 14, 2001

CORPORATE CREATIONS INTERNATIONAL INC.

SUBJECT: WINDSOR PROPERTIES, INC.
REF: W01000003516

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We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

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

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Agnes Lunt
Document Specialist

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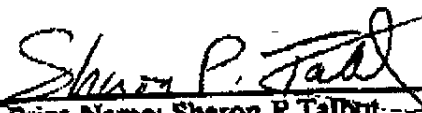
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BOARD OF DIRECTORS RESOLUTION

The board of directors of Windsor Properties, Inc., a Delaware corporation, authorized the corporation on February 15, 2001 to adopt the alternate name Windsor Properties of Palm Beach, Inc. to transact business in Florida.

The undersigned certifies that the board of directors adopted the corporate resolution shown above.

Date: February 15, 2001



Print Name: Sharon P. Talbot

Print Title: President

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TALLAHASSEE, FLORIDA

Corporate Creations International Inc.
941 Fourth Street #200
Miami Beach FL 33139
(305) 672-0686

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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. Windsor 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. 52-2293533

(FEI number, if applicable)

4. February 9, 2001

(Date of Incorporation)

5. perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. upon filing this application

(Date first transacted business in Florida. (See Section 607.1501, 607.1502, and 817.155, F.S.))

7. 324 Royal Palm Way, Suite 206

Palm Beach, FL 33480

(Current mailing address)

8. Purpose of corporation to be carried out in Florida: all activities permitted under applicable law

9. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)

Sharon P. Talbot, Esq.
Sharon P. Talbot, P.A.
324 Royal Palm Way, Suite 206
Palm Beach, FL 33480

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.

By: Sharon P. Talbot, Esq.

Sharon P. Talbot, Esq.

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.

Corporate Creations International Inc.
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Miami Beach FL 33139
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12. Names and business addresses of officers and/or directors: (Street address ONLY)

A. DIRECTORS

Sharon P. Talbot
324 Royal Palm Way, Suite 206
Palm Beach FL 33480

B. OFFICERS

PRESIDENT Sharon P. Talbot

VICE PRESIDENT Sharon P. Talbot

SECRETARY Sharon P. Talbot

TREASURER Sharon P. Talbot

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TALLAHASSEE, FLORIDA

13. Signature of an officer listed in item 12:

By: 

Name: Sharon P. Talbot

Title: President

Date: 2/9/2001

Corporate Creations International Inc.
941 Fourth Street #200
Miami Beach FL 33139
(305) 672-0686

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State of Delaware
Office of the Secretary of State PAGE 1

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "WINDSOR 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. 2001.

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TALLAHASSEE, FLORIDA



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 0966267

DATE: 02-09-01