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ACCOUNT NO. : 072100000032

REFERENCE : 457264 4322404

AUTHORIZATION : *Patricia Pizots*

COST LIMIT : \$ 70.00

ORDER DATE : September 4, 2001

ORDER TIME : 4:21 PM

ORDER NO. : 457264-005

CUSTOMER NO: 4322404

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DEPARTMENT OF STATE
BUREAU OF CONSTITUTIONS

2001 SEP -4 PM 4:21

TO ACKNOWLEDGE
SUFFICIENCY OF FILING

Ms. Rhonda Braucht
Jenkins & Gilchrist
Suite 3200
1445 Ross Avenue
Dallas, TX 75202-2711

FOREIGN FILINGS

NAME: RAFAEL CONDOMINIUMS, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
XX PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds -- EXT# 1133

EXAMINER: _____

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

mtu

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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. RAFAEL CONDOMINIUMS, 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 3. "applied for"
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. AUGUST 24, 2001 5. PERPETUAL
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. UPON QUALIFICATION
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification."
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 2200 YONGE STREET, SUITE 1600, TORONTO, ONTARIO, CANADA M4S 2C6
(Principal office address)
- SAME AS ABOVE
(Current mailing address)
8. TO ENGAGE IN ANY LAWFUL ACT OR ACTIVITY FOR WHICH CORPORATIONS MAY BE ORGANIZED UNDER THE GENERAL CORPORATION LAW OF DELAWARE.
(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: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee, Florida 32301
(City) (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

as its agent
(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.

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SECRETARY OF STATE

12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: Robert Julien

Address: 2200 Yonge Street, Suite 1600
Toronto, Ontario, Canada M4S 2C6

Vice Chairman: Michael D. Clarke

Address: 2200 Yonge Street, Suite 1600
Toronto, Ontario, Canada M4S 2C6

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: Robert Julien

Address: 2200 Yonge Street, Suite 1600
Toronto, Ontario, Canada M4S 2C6

Vice President: Michael D. Clarke

Address: 2200 Yonge Street, Suite 1600
Toronto, Ontario, Canada M4S 2C6

Secretary: Michael D. Clarke

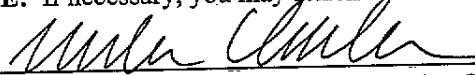
Address: 2200 Yong Street, Suite 1600, Toronto, Ontario, Canada M4S 2C6

Treasurer: _____

Address: _____

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TALLAHASSEE, FLORIDA

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. MICHAEL CLARKE - CFO
(Typed or printed name and capacity of person signing application)

State of Delaware
Office of the Secretary of State

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I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "RAFAEL CONDOMINIUMS, 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 TWENTY-FOURTH DAY OF AUGUST, A.D. 2001.

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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 1312473

DATE: 08-24-01