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W02-33031

11/19/02 11:04 AM
FILED
FBI - NEW YORK

AND
FILED

12-09-02

CARA SANSONIA

ATTORNEY AT LAW

350 Camino Gardens Boulevard • Suite 303 • Boca Raton, FL 33432

November 14, 2002

VIA FIRST CLASS MAIL

Registration Section
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314


Re: Dave Hill Real Estate Company
File No: 2192-001

To whom it may concern:

Enclosed please find the following four (4) items:

- 1) Application by Foreign Corporation (Dave Hill Real Estate Company) for Authorization to Transact Business in Florida.
- 2) Transmittal Letter.
- 3) Check number 154 payable to the State of Florida in the amount of Eighty-seven and 50/100 (\$87.50) Dollars. This amount includes the following: Seventy (\$70.00) and 00/100 Dollars for the filing fee; Eight and 75/100 Dollars (\$8.75) for the Certificate of Status fee; and Eight and 75/100 Dollars (\$8.75) for a certified copy.
- 4) Original Good Standing Certificate for Dave Hill Real Estate Company from Michigan Department of Consumer and Industry Services.

Please do not hesitate to contact this office if you have any questions concerning this application.

Sincerely,

Mary Beth Pavao
Legal Assistant

Enclosures



FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

November 20, 2002

MARY BETH PAVAO
CARA SANSONIA
350 CAMINO GARDENS BLVD., STE. 303
BOCA RATON, FL 33432

SUBJECT: DAVE HILL REAL ESTATE COMPANY
Ref. Number: W02000033034

We have received your document for DAVE HILL REAL ESTATE COMPANY and your check(s) totaling \$87.50. However, the document has not been filed and is being retained in this office for the following:

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.

If you have any questions concerning the filing of your document, please call (850) 245-6025.

Trevor Brumbley
Document Specialist

Letter Number: 302A00062688

02/11/03 11:09:57
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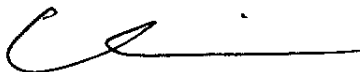
**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

*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. Dave Hill Real Estate Company
(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 3. 01-0570062
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. January 04, 2002 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. 430 NE 38th Street Boca Raton, FL 33431
(Principal office address)
430 NE 38th Street Boca Raton, FL 33431
(Current mailing address)
8. Real Estate Brokerage Firm
(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: Cara Sansonia
Office Address: 350 Camino Gardens Blvd, Suite 303
Boca Raton, Florida 33432
(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.



(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.

02-03-06 AM 9:57
FILED
ARND
DEPT. OF STATE
TALLAHASSEE, FLORIDA

**ACTION BY UNANIMOUS WRITTEN
CONSENT OF THE
BOARD OF DIRECTORS
OF
DAVE HILL REAL ESTATE COMPANY
A MICHIGAN CORPORATION
IN LIEU OF A MEETING**

The undersigned, being the sole director (the "Director") of **DAVE HILL REAL ESTATE COMPANY**, a Michigan corporation (hereafter, the "Corporation"), hereby adopts the following resolutions according to sections 607.0120 and 607.1506, Florida Statutes, which resolutions are to have the same force and effect as if passed by a unanimous vote of the Board of Directors of the Corporation at a duly called and convened meeting thereof:

WHEREAS, the name of the Corporation is Dave Hill Real Estate Company.

WHEREAS, the Corporation wishes to domesticate in the state of Florida pursuant to section 607.1801, Florida Statutes.

WHEREAS, the name of the Corporation is unavailable for use in the state of Florida.

WHEREAS, the Corporation, acting through the Director, believes that it is in the best interests of the Corporation to adopt for use in the state of Florida the following name:

DAVID G. HILL REAL ESTATE COMPANY

NOW THEREFORE, Be It

RESOLVED, that the adoption by the Corporation of the name **DAVID G. HILL REAL ESTATE COMPANY** for use in the state of Florida is hereby authorized; and

FURTHER RESOLVED, that the Director and Officers of the Corporation shall be and hereby are authorized, empowered, and directed to take any and all action necessary, appropriate, or desirable in order to implement the foregoing Resolution.

IN WITNESS WHEREOF, the undersigned, does hereby execute this ACTION BY UNANIMOUS WRITTEN CONSENT OF THE BOARD OF DIRECTORS OF DAVE HILL REAL ESTATE COMPANY A MICHIGAN CORPORATION IN LIEU OF A MEETING, on the 27 day of November, 2002, for the purposes herein contained.


David G. Hill, Director

02 SEP - 2 11 57
SECRETARY OF THE
STATE OF FLORIDA

AND
FILED

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

A. DIRECTORS

Chairman: David G. Hill
Address: 430 NE 38th Street
Boca Raton, FL 33431

Vice Chairman: _____
Address: _____

Director: _____
Address: _____

Director: _____
Address: _____

B. OFFICERS

President: David G. Hill
Address: 430 NE 38th Street
Boca Raton, FL 33431

Vice President: _____
Address: _____

Secretary: _____
Address: _____

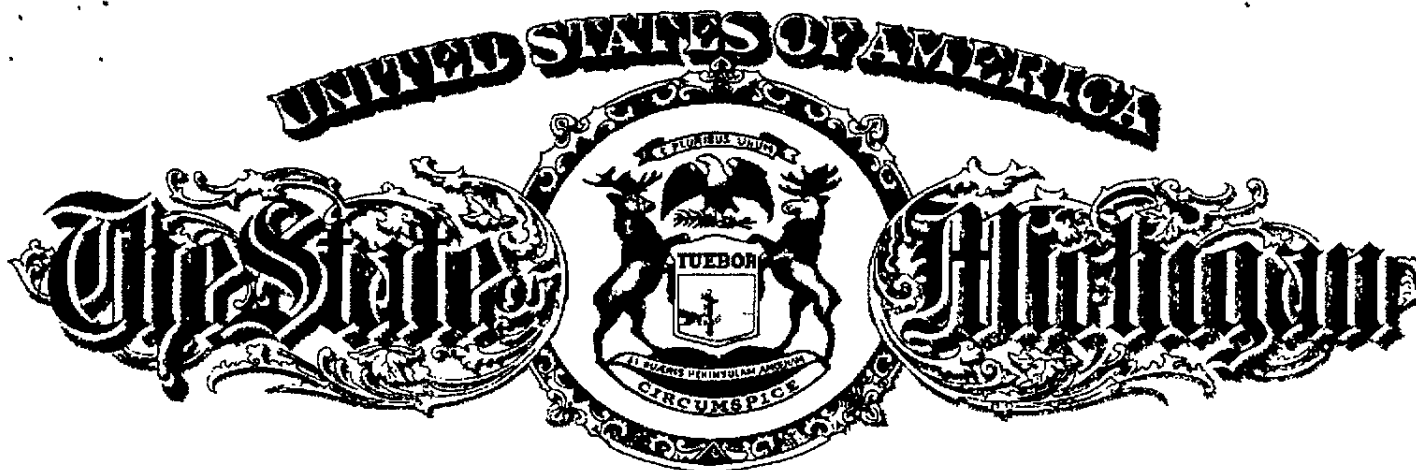
Treasurer: _____
Address: _____

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

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

14. David G. Hill
(Typed or printed name and capacity of person signing application)

APPROVED
AND
FILED
02 DEC -5 PM 9:57
CLERK OF DISTRICT COURT
DADE COUNTY, FLORIDA



Lansing, Michigan

This is to Certify That

DAVE HILL REAL ESTATE COMPANY

was validly incorporated on January 4, 2002, 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 Michigan as of this date and is duly authorized to transact business or conduct affairs in Michigan and for no other purpose.

This certificate is in due 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, in the City of Lansing, this 31st day of October, 2002

Andrew S. Mitchell, Director

Bureau of Commercial Services