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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

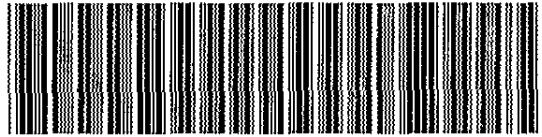
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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Office Use Only



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02/13/03--01012--006 **87.50

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03 FEB 13 AM 11:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BP



Armstrong Gustine
Development

Birmingham Towers
2100 Wharton Street
Suite 700
Pittsburgh, PA 15203

412-381-1122 Phone
412-381-1123 Fax
www.armstronggustine.com

February 12, 2003

FILED
03 FEB 13 AM 11:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314
Attn: Buck Kohr

**RE: APPLICATION BY FOREIGN CORPORATION FOR
AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
GUSTINE PROPERTIES, INC.**

Dear Mr. Kohr:

Per our conversation this date, enclosed please find our check made payable to "Florida Department of State in the amount of \$87.50.

If you have any questions, please do not hesitate to contact me.

Yours very truly,

Judith L. White
Judith L. White
Legal Assistant

:jlw

Enclosure (check no. 005301)



Armstrong Gustine
Development

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2100 Wharton Street
Suite 700
Pittsburgh, PA 15203

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February 7, 2003

03 FEB 13 AM 11:01
TALLAHASSEE, FLORIDA

Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

**RE: APPLICATION BY FOREIGN CORPORATION FOR
AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
GUSTINE PROPERTIES, INC.**

To Whom It May Concern:

Enclosed please find the above-referenced Application along with our check in the amount of \$87.50 to cover the cost of filing and to obtain a Certificate of Status & Certified Copy.

If you have any questions, please do not hesitate to contact me.

Yours very truly,

Judith L. White
Judith L. White
Legal Assistant

:jlw
Enclosures

cc: Thomas M. Despres
Christopher King
W. Gregg Baldwin
Robert H. Gustine, Esq.
Rebecca Chembars, Esq.

TRANSMITTAL LETTER

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03 FEB 13 AM 11:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TO: Registration Section
Division of Corporations

SUBJECT: Gustine Properties, Inc.
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Judith L. White

(Name of Person)

Armstrong Gustine Development

(Firm/Company)

2100 Wharton Street, Suite 700

(Address)

Pittsburgh, PA 15203

(City/State and Zip code)

For further information concerning this matter, please call:

Judy White
(Name of Person)

at (412) 381-1122 ext. 24
(Area Code & Daytime Telephone Number)

STREET ADDRESS:
Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- \$70.00 Filing Fee
- \$78.75 Filing Fee & Certificate of Status
- \$78.75 Filing Fee & Certified Copy
- \$87.50 Filing Fee, Certificate of Status & Certified Copy

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

03 FEB 13 AM 11:01
SECRETARY OF STATE
TAMPA, FLORIDA
FILED

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. Gustine 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. Pennsylvania 3. 25-1731171
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. March 23, 1994 5. _____
(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. 2100 Wharton Street, Suite 700, Pittsburgh, PA 15203
(Principal office address)

2100 Wharton Street, Suite 700, Pittsburgh, PA 15203
(Current mailing address)

8. real estate development
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

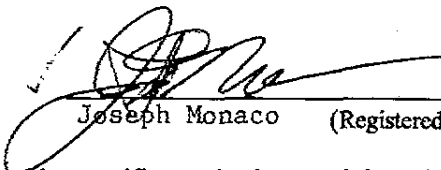
9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box **NOT** acceptable)

Name: Joseph Monaco
Armstrong Gustine Development, Inc.
Hidden River Center

Office Address: 8875 Hidden River Parkway, Suite 300
Tampa, Florida 33637
(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.



Joseph Monaco (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 business addresses of officers and/or directors:

A. DIRECTORS

Chairman: W. Gregg Baldwin
Address: 2100 Wharton Street, Suite 700
Pittsburgh, PA 15203

Vice Chairman: _____
Address: _____

Director: _____
Address: _____

Director: _____
Address: _____

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SEC. OF STATE
TALLAHASSEE, FLORIDA

B. OFFICERS

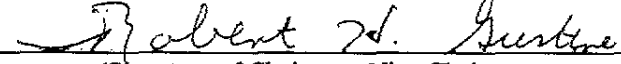
President: W. Gregg Baldwin
Address: 2100 Wharton Street, Suite 700
Pittsburgh, PA 15203

Vice President: _____
Address: _____

Secretary: Robert H. Gustine
Address: 2100 Wharton Street, Suite 700, Pittsburgh, PA 15203

Treasurer: W. Gregg Baldwin
Address: 2100 Wharton Street, Suite 700, Pittsburgh, PA 15203

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. Robert H. Gustine, Secretary
(Typed or printed name and capacity of person signing application)

COMMONWEALTH OF PENNSYLVANIA
DEPARTMENT OF STATE

JANUARY 23, 2003

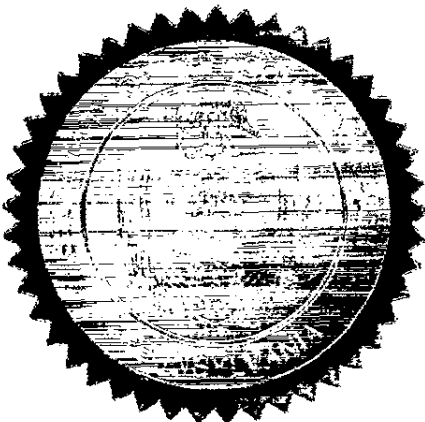
FILED
09 FEB 13 AM 11:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TO ALL WHOM THESE PRESENTS SHALL COME, GREETING:

I DO HEREBY CERTIFY THAT,

GUSTINE PROPERTIES, INC.

is duly incorporated under the laws of the Commonwealth of Pennsylvania
and remains a subsisting corporation so far as the records of this office
show, as of the date herein.



IN TESTIMONY WHEREOF, I have
hereunto set my hand and caused
the Seal of the Secretary's
Office to be affixed, the day
and year above written.

Benjamin Raus

ACTING

Secretary of the Commonwealth

DPOS