

MAR. 30. 2004 10:01AM
Division of Corporations

CORPORATION SERVICE

NO. 221

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F0400000/765

Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850) 205-0383

From:

Account Name : CORPORATION SERVICE COMPANY
Account Number : I20000000195
Phone : (850) 521-1000
Fax Number : (850) 558-1575

FOREIGN PROFIT QUALIFICATION

BONAIRE PROPERTIES, INC.

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$78.75

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04 MAR 30 AM 11:18
DIVISION OF CORPORATIONS

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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. Bonaire Properties, Inc.

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. State of Delaware

(State or country under the law of which it is incorporated)

3.

(FEI number, if applicable)

perpetual

4. March 23, 2004

(Date of incorporation)

5.

(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. 3828 Kennett Pike, Suite 212 - Greenville, Delaware 19807

(Principal office address)

8. 725 Conshohocken State Road - Bala Cynwyd, PA 19004

(Current mailing address)

9. Property ownership and real estate related activities

(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

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

Name: Corporation Service Company

Office Address: 1201 Bay Street

Tallahassee

(City)

, Florida 32301

(Zip code)

11. 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

Fatima Jemel Authorized Representative
(Registered agent's signature)

12. 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.

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

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CORPORATION SVC CO

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A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Keith D. Stoltz

Address: c/o Stoltz Management

725 Conshohocken State Rd. Bala Cynwyd, PA 19004

Director: _____

Address: _____

B. OFFICERS

President: Keith D. Stoltz

Address: c/o Stoltz Management

725 Conshohocken State Rd., Bala Cynwyd, PA 19004

Vice President: Randy M. Stoltz

Address: c/o Stoltz Management

725 Conshohocken State Rd. Bala Cynwyd, PA 19004

Secretary: Randy M. Stoltz

Address: c/o Stoltz Management 725 Conshohocken State Rd. Bala Cynwyd, PA 19004

Treasurer: _____

Address: _____

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

13. _____

(Signature of Director or Officer listed in number 12 of the application)

14. Randy Stoltz Vice President

(Typed or printed name and capacity of person signing application)

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CORPORATION SVC CO

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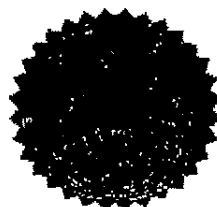
Delaware

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "BONAIRE 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 TWENTY-NINTH DAY OF MARCH, A.D. 2004.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "BONAIRE PROPERTIES, INC." WAS INCORPORATED ON THE TWENTY-THIRD DAY OF MARCH, A.D. 2004.

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



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 3019935

DATE: 03-29-04

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