

3/09/98

FLORIDA DIVISION OF CORPORATIONS
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FROM: EDWARDS & ANGELL
CONTACT: REBECCA F BLACK
PHONE: (561) 833-7700

ACCT#: 075410001517

FAX #: (561) 655-8719

NAME: MEADOWS G.P., INC.

AUDIT NUMBER.....H98000004585

DOC TYPE.....BASIC AMENDMENT

CERT. OF STATUS..0

PAGES..... 2

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3/09/98

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FROM: EDWARDS & ANGELL

ACCT#: 075410001517

CONTACT: REBECCA F BLACK

PHONE: (561)833-7700

FAX #: (561)655-8719

NAME: MEADOWS G.P., INC.

AUDIT NUMBER.....H98000004585

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** ENTER 'M' FOR MENU. **

ENTER SELECTION AND <CR>:

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DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 10, 1998

MEADOWS G.P., INC.
431 SEABREEZE AVE.
PALM BEACH, FL 33480

SUBJECT: MEADOWS G.P., INC.
REF: F94000005934

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.

An original, duly authenticated certificate from the state of incorporation/organization evidencing the amendment, must be submitted with the application. The certificate must have been issued within the past 90 days.

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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If you have any questions concerning the filing of your document, please call (850) 487-6906.

Darlene Connell
Corporate Specialist

FAX Aud. #: H98000004585
Letter Number: 898A00012898

Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

5 PAGES TOTAL

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FILED
98 MAR 18 AM 8:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

President
Title

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State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE SAID "MEADOWS G.P. INC.", FILED A CERTIFICATE OF AMENDMENT, CHANGING ITS NAME TO "MEADOWS ADVISORY, INC.", THE TWENTY-FOURTH DAY OF JUNE, A.D. 1997, AT 9 O'CLOCK A.M.



Edward J. Freel

Edward J. Freel, Secretary of State

2421456 8320

981093916

AUTHENTICATION: 8966210

DATE: 03-11-98

State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MEADOWS ADVISORY, 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-SIXTH DAY OF FEBRUARY, A.D. 1998.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.



A handwritten signature in cursive script, reading "Edward J. Freel", is written over a horizontal line.

Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE:

8941745

02-26-98

2421456 8300

981074320

FAX AUDIT #H98000004585

P. 05/05 FAX NO. 5618330966

MAR-17-98 TUE 04:44 PM EDWARDS ANGELL