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WRITER'S DIRECT DIAL

PLEASE REPLY TO:
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WILLIAM G. ROLIN, III

February 24, 1995

Florida Department of State
Qualification and Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

100001417221
-02/23/95- 01074-010
****131.50 ****131.50

RE: Application For Authorization To Transact Business
By Orange Park Properties, Incorporated. d/b/a Saxon
Boulevard Properties, Incorporated. (Our File No.: 55650-1)

To Whom It May Concern:

Enclosed please find the following documents for your review and acceptance:

1. Application For Authorization To Transact Business;
2. A Certificate of Status From the State of Delaware evidencing the corporate existence of Orange Park, Properties Incorporated; and
3. a. \$35.00 filing fee
b. \$35.00 Registered Agent Designation
c. \$5.50 for a certified copy
d. \$8.75 for a Certificate of Status.

Enclosed please find a check in the amount of \$131.50 made payable to the Department of State.

Please direct your correspondence to Peggy R. Hoyt, Esquire, daytime phone number (407) 843-8880. In addition, please send the letter of acknowledgment to my attention at the above-referenced address.

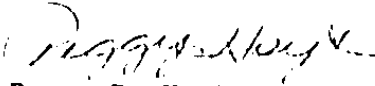
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SECRETARY OF STATE
DIVISION OF CORPORATIONS

GRAY, HARRIS & ROBINSON
PROFESSIONAL ASSOCIATION

Florida Department of State
Qualification and Registration Section
Division of Corporations
February 24, 1995
Page 2

Please call if you have questions or comments. Thank you.

Sincerely,


Peggy R. Hoyt

MRH\jb
encs.
cc: William Coyle

mhoyt\fred\canada\state.1



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 1, 1995

PEGGY R. HOYT
GRAY, HARRIS & ROBINSON
PO BOX 3068
ORLANDO, FL 32802-3068

SUBJECT: SAXON BOULEVARD PROPERTIES, INC.
Ref. Number: W95000004519

We have received your document for SAXON BOULEVARD PROPERTIES, INC. and your check(s) totaling \$131.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The date first transacted business in Florida within the meaning of s. 607.1501, F.S., must be set forth in section 6 of the application. If the corporation has not yet transacted business in Florida within this meaning, please insert the words "upon qualification" in lieu of a date. (Note: Pursuant to s. 607.1502(4), F.S., this office is required to collect the minimum civil penalty of \$500 for each year other than the application filing year, that a foreign corporation transacts business in this state without authority along with the past annual report fees due this office.)

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 (904) 487-6092.

Hart Collins
Senior Corporate Section Administrator

Letter Number: 995A00009086

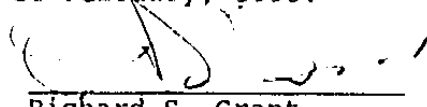
ORANGE PARK PROPERTIES, INC.

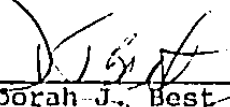
UNANIMOUS WRITTEN CONSENT
IN LIEU OF SPECIAL MEETING
OF THE BOARD OF DIRECTORS

The following resolution is hereby adopted in lieu of a special meeting of the Board of Directors upon the written consent of the undersigned, being all of the directors of Orange Park Properties, Inc., a Delaware corporation:

RESOLVED, that Orange Park Properties, Inc., organized and existing in the State of Delaware, hereby adopts the name Saxon Boulevard Properties, Inc. for use in Florida.

IN WITNESS WHEREOF, this Written Consent has been executed by the undersigned on this 15 day of February, 1995.


Richard S. Grant


Deborah J. Best


Leo J. Coufas

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 MAR -9 AM 9:01

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. ORANGE PARK PROPERTIES, INC. d/b/a SAXON BOULEVARD PROPERTIES, INC.
(Name of corporation: the word "INCORPORATED," "COMPANY," or "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
(State or country under the law of which it is incorporated)

3. October 31, 1994 4. Perpetual
(Date of Incorporation) (Duration)

5. 98-0150468
(Federal Employer Identification number, if applicable)

6. upon qualification
(Date first transacted business in Florida. See sections 607.1501, 607.1502, and 817.155, F.S.)

7. 20 King Street West, Toronto, Ontario M5H 1C4
(Current mailing address)

8. Real Estate
(Corporate purpose and nature of business in which it is engaged in Florida)

9. Names and addresses of officers and or directors:

A. Directors:

~~Chairman~~ Director: Richard S. Grant
Address: 20 King Street West
Toronto, Ontario M5H 1C4

~~Vice Chairman~~ Director: Deborah J. Best
Address: 20 King Street West
Toronto, Ontario M5H 1C4

Director: Leo J. Coulas
Address: 20 King Street West
Toronto, Ontario M5H 1C4

Director: _____
Address: _____

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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B. Officers:

President: Richard S. Grant
Address: 20 King Street West
Toronto, Ontario M5H 1C4

Vice President: Deborah J. Bent
Address: 20 King Street West
Toronto, Ontario M5H 1C4

Secretary: Leo J. Coulan
Address: 20 King Street West
Toronto, Ontario M5H 1C4

Treasurer: Leo J. Coulan
Address: 20 King Street West
Toronto, Ontario M5H 1C4

(If needed, you may attach an addendum to the application listing additional officers and/or directors.)

10. Name and Street address of Florida registered agent:

Name: Frederick W. Leonhardt, Esq., c/o Gray Harris & Robinson,
Office Address: Suite 1200, 201 East Pine Street
Orlando, Florida 32801
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.

Registered agent's signature: Frederick W. Leonhardt, Esq.

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. [Signature]
(Signature of Chairman, Vice Chairman, or any officer listed in number 9 of the application)

14. Deborah Best, Vice President
(Name and capacity of person signing application)

ADDENDUM

Assistant Secretary: Sam L. Abram
Address: 20 King Street West
Toronto, Ontario M5H 1C4

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ORANGE PARK 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 THIRTIETH DAY OF JANUARY, A.D. 1995.

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 MAR -9 AM 9:01



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION 7390030

DATE 01-30-95