

DEAN, MEAD, EGERTON, BLOODWORTH, CAPOUANO & BOZARTH, P. A.

ATTORNEYS AND COUNSELLORS AT LAW

F95000001305

March 15, 1995

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

RECEIVED  
MAR 16 1995  
FBI - TAMPA

Re: Morritt Island Properties, Inc.

Dear Sir or Madam:

The enclosed Application by Foreign Corporation for Authorization to Transact Business in Florida, Certificate of Existence, and check in the amount of \$78.75 are submitted to register the above-referenced Delaware corporation to transact business in Florida.

Please return any correspondence concerning this matter, and a certificate of status once the registration is complete, to the following:

Gregory K. Lawrence, Esq.  
Dean, Mead, Egerton, Bloodworth,  
Capouano & Bozarth, P.A.  
P. O. Box 2346  
Orlando, Florida 32803

Should you need to call someone concerning this matter, please call the undersigned at (407) 841-1200.

Sincerely,

*Mary F. Fendle*

Mary F. Fendle, Legal Assistant

:MFF

Enclosures (3)

cc: Gregory K. Lawrence, Esq.

## TRANSMITTAL LETTER

TO: QUALIFICATION/REGISTRATION SECTION  
DIVISION OF CORPORATIONS

SUBJECT: Merritt Island Properties, Inc.  
(Name of corporation)

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:

Gregory K. Lawrence

(Name of Person)  
Dean, Mead, Egerton, Bloodworth,  
Capouano & Bozarth, P.A.

(Firm/Company)  
P. O. Box 2346

(Address)  
Orlando, FL 32803

(City, State and Zip Code)

Should you need to call someone concerning this matter, please call:

Gregory K. Lawrence

(Name of Person)

at ( 407 ) 841-1200

Area Code & Daytime Telephone Number

### COURIER ADDRESS:

Qualification/Registration Sec.  
Division of Corporations  
409 E. Gaines St.  
Tallahassee, FL 32399

### MAILING ADDRESS:

Qualification/Registration Sec.  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

69317 020/25  
SECRET

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO  
TRANSACTION BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS  
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACTION BUSINESS IN THE  
STATE OF FLORIDA:

1. Merritt Island 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. Delaware

3. applied for  
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. November 2, 1994 5. Perpetual  
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. not yet transacted business

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

7. c/o Royal Bank of Canada

20 King Street West, 9th Floor  
Toronto, Ontario M5H 1C4

(Current mailing address)

To conduct and transact any and all lawful business authorized or not  
8. prohibited by Chapter 607 of the Florida Statutes

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

9. Name and street address of Florida registered agent:

Name: Gregory K. Lawrence

Office Address: Dean, Mead, Egerton, Bloodworth, Capouano & Bozarth, P.A.  
800 North Magnolia Avenue, Suite 1500

Orlando, Florida, 32803  
(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.

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

A. DIRECTORS

Director: Richard S. Grant

Address: 57 River Oaks Blvd. East

Oakville, Ontario L6H 4C3

Director:

~~Vice Chairman~~ Deborah J. Best

Address: 569 Broadway Avenue

Toronto, Ontario M4G 2S2

Director: Leo J. Coulas

Address: 1244 Rushbrooke Drive

Oakville, Ontario L6M 1K9

Director: \_\_\_\_\_

Address: \_\_\_\_\_

B. OFFICERS

President: Richard S. Grant

Address: 57 River Oaks Blvd. E.

Oakville, Ontario L6H 4C3

Vice President: Deborah J. Best

Address: 569 Broadway Avenue

Toronto, Ontario M4G 2S2

Secretary: Leo J. Coulas

and Treasurer Address: 1244 Rushbrooke Drive

Oakville, Ontario L6M 1K9

Assistant Secretary Sam L. Abram

~~Treasurer~~

Address: c/o Royal Bank of Canada  
Financial Square, 23rd Floor  
New York, New York 10005-3531

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. LEO J COULAS SECRETARY / TREASURER

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

*State of Delaware*  
*Office of the Secretary of State*

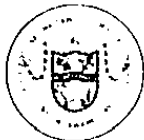
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PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MERRETT ISLAND 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 SIXTH DAY OF FEBRUARY, A.D. 1995.

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

RECEIVED  
FEBRUARY 11 1995  
OFFICE OF THE SECRETARY OF STATE



*Edward J. Freel*

Edward J. Freel, Secretary of State

AUTHENTICATION

DATE

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02-06-95

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ROYAL BANK  
OF CANADA

Marla R. Bloch  
Counsel - U.S.A.

U.S.A. Headquarters  
Financial Square  
New York, New York 10005-3531

Tel.: (212) 420-0454

August 18, 1997

SECRET  
TALLAHASSEE, FLORIDA

97 AUG 25 AM 9:28

Florida Department of State  
Amendment Section  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

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-08/25/97--01121--001  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Re: Merritt Island Properties, Inc.

Dear Sir/Madam:

Enclosed is an Application by Foreign Corporation for Withdrawal of Authority to Transact Business or Conduct Affairs in Florida to be filed on behalf of the above-referenced corporation, together with a check in the amount of \$35.00 representing the filing fee.

I would appreciate it if you could send me a copy of the filed application as an acknowledgment of the filing. Thank you for your attention to this matter.

If you have any questions regarding the foregoing or the enclosures, please do not hesitate to contact the undersigned.

Very truly yours,

*Marla R. Bloch*

MRB:cb  
Enclosures

*Wither  
CRB*

*9-4*

**APPLICATION BY FOREIGN CORPORATION FOR WITHDRAWAL  
OF AUTHORITY TO TRANSACT BUSINESS OR CONDUCT AFFAIRS  
IN FLORIDA**

Merritt Island Properties, Inc.  
(Name of Corporation)

Delaware  
(Incorporated Under Laws Of)

This corporation is no longer transacting business or conducting affairs within the State of Florida and hereby voluntarily surrenders its authority to transact business or conduct affairs in Florida.

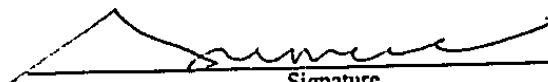
This corporation revokes the authority of its registered agent in Florida to accept service on its behalf and appoints the Department of State as its agent for service of process based on a cause of action arising during the time it was authorized to transact business or conduct affairs in Florida.

The following is a current mailing address to which the Department of State may mail a copy of any process against this corporation that may be served on the Department.

Financial Square, 23rd Floor, Attn: Marla R. Bloch  
(Mailing Address)

New York, New York 10005-3531  
(City/ State /Zip)

The corporation agrees to notify the Department of State in the future of any change in its mailing address.

  
Signature

President  
Title

Terry W. McCabe  
Typed or printed name

8/18/97  
Date

17 AUG 25 11 9:28 AM  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA