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TRANSMITTAL LETTER

**TO: QUALIFICATION/TAX LIEN SECTION
DIVISION OF CORPORATIONS**

300001414903
~~02/24/95~~ 01070-001
*****70.00 *****70.00

SUBJECT: FIVEBROS FLORIDA VENTURES INC.
(Name of corporation - must include suffix)

600001445646
-04/03/95--01026--001
***3361.25 ***3361.25

W95-4283

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:

Mr. Howard Driman
(Name of Person)
Fivebros Inc.
(Firm/Company)
1867 Yonge Street, Suite 412
(Address)
Toronto, Ontario, Canada. M4S 1Y5
(City, State and Zip Code)

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

HOWARD DRIMAN
(Name of Person) at (416) 487 - 4158
Area Code & Daytime Telephone Number

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COURIER ADDRESS:
Qualification/Tax Lien Sec.
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:
Qualification/Tax Lien Sec.
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

February 24, 1995

HOWARD DRIMAN
FIVEBROS INC.
1867 YONGE ST., STE. 412
TORONTO, ONTARIO, CANADA, M4S-1Y5

SUBJECT: FIVEBROS FLORIDA VENTURES INC.
Ref. Number: W95000004283

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We have received your document for FIVEBROS FLORIDA VENTURES INC. and your check(s) totaling \$70.00. However, the document has not been filed and is being retained in this office for the following:

Based upon information provided by the Florida Department of Revenue, pursuant to section 213.053(14), Florida Statutes, it appears that FIVEBROS FLORIDA VENTURES INC. has transacted business in Florida prior to submitting an "Application for Authority to Transact Business in Florida". The information received from the Florida Department of Revenue indicates March 1, 1990, as the initial date of transacting business in the State of Florida. Please contact this office concerning the date first transacted business in Florida.

Section 607.1502(4) or 617.1502(4), Florida Statutes, requires this office to collect a \$500 penalty fee for each year this entity transacted business or conducted its affairs in Florida prior to qualification and the appropriate annual report fees that would have been due this office had the corporation qualified the year it began operations in this state. The amount due this office to cover both annual report and penalty fees is \$3361.25.

If it is determined that the corporation's previous activities in Florida that warranted compliance with Florida's revenue laws did not constitute the transaction of business within the meaning of s. 607.1501, F.S., please provide a sworn affidavit to that effect.

If you have any questions concerning the filing of your document, please call (904) 487-6095.

Jennifer Sindt
Document Examiner

Letter Number: 795A00008566

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

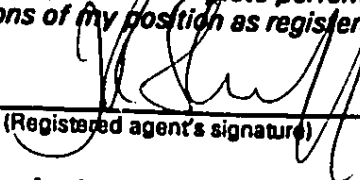
**IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACTION BUSINESS IN THE
STATE OF FLORIDA:**

1. FIVEBROS FLORIDA VENTURES INC.
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or "LTD." 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. 98-0114069
(FEI number, if applicable)
4. MARCH 1, 1990
(Date of Incorporation)
5. PERPETUAL
(Duration: Year corp. will cease to exist or "perpetual")
6. FEBRUARY 23, 1995
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 617.155, F.S.))
7. 1867 YONGE STREET, SUITE 412
TORONTO, ONTARIO, CANADA. M4S 1Y5
(Current mailing address)
8. INVESTMENT IN REAL ESTATE PARTNERSHIP
(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: J. RICHARD SHIFF
4102 QUAIL HOLLOW
Office Address: 19763 BOCA WEST DRIVE
BOCA RATON, Florida, 33434
(Zip Code)

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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

Chairman: _____
Address: _____

Vice Chairman: _____
Address: _____

Director: _____
Address: _____

Director: _____
Address: _____

SEE ADDENDUM ATTACHED

B. OFFICERS

President: _____
Address: _____

Vice President: _____
Address: _____


Secretary: _____
Address: _____

Treasurer: _____
Address: _____

SEE ADDENDUM ATTACHED

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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. HOWARD DRIMAN, VICE PRESIDENT, FINANCE
(Typed or printed name and capacity of person signing application)

FIVEBROS FLORIDA VENTURES INC.

A. DIRECTORS

Randy M. Shiff, 1867 Yonge Street, Suite 412, Toronto, Ontario, Canada. M4S 1Y5

Laurence B. Shiff, 1867 Yonge Street, Suite 412, Toronto, Ontario, Canada. M4S 1Y5

Barry R. Shiff, 1867 Yonge Street, Suite 412, Toronto, Ontario, Canada. M4S 1Y5

Danny L. Shiff, 1867 Yonge Street, Suite 412, Toronto, Ontario, Canada. M4S 1Y5

Ari N. Shiff, 1867 Yonge Street, Suite 412, Toronto, Ontario, Canada. M4S 1Y5

B. OFFICERS

PRESIDENT:

Randy M. Shiff, 1867 Yonge Street, Suite 412, Toronto, Ontario, Canada. M4S 1Y5

VICE PRESIDENT, FINANCE:

Howard Driman, 1867 Yonge Street, Suite 412, Toronto, Ontario, Canada. M4S 1Y5

VICE PRESIDENT:

Laurence B. Shiff, 1867 Yonge Street, Suite 412, Toronto, Ontario, Canada. M4S 1Y5

VICE PRESIDENT:

Barry R. Shiff, 1867 Yonge Street, Suite 412, Toronto, Ontario, Canada. M4S 1Y5

TREASURER:

Ari N. Shiff, 1867 Yonge Street, Suite 412, Toronto, Ontario, Canada. M4S 1Y5

SECRETARY:

Danny L. Shiff, 1867 Yonge Street, Suite 412, Toronto, Ontario, Canada. M4S 1Y5

ASSISTANT SECRETARY:

Anne M. Wiseman, 1867 Yonge Street, Suite 412, Toronto, Ontario, Canada. M4S 1Y5

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Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "FIVEBROS FLORIDA VENTURES 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-SECOND DAY OF FEBRUARY, A.D. 1995.

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.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION:

7417283

DATE:

02-22-95