

F95000002042

TRANSMITTAL LETTER

TO: QUALIFICATION/TAX LIEN SECTION
DIVISION OF CORPORATIONS

W95-6592

000001438490
-03/24/95--01020--016
***70.00 ***70.00

SUBJECT:

Orange Bank Building
(Name of corporation - must include suffix)

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:

Keith A. Ewing, CFO
(Name of Person)

Premier Property Group, Inc.
(Firm/Company)

604 Courtland St. - #138
(Address)

Orlando, FL 32804
(City, State and Zip Code)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

95 APR 27 AM 11:01

FILED

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-03/30/95--01012--015
***2800.00 ***2800.00

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

Keith Ewing
(Name of Person)

at (407) 644-7511
Area Code & Daytime Telephone Number

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

401 Courtland St., Suite 130
Orlando, FL 32804
(407) 644-7511 Fax (407) 644-8454
200 West Forsyth St., Suite 800
Jacksonville, FL 32202
(904) 346-1345 Fax (904) 358-0746
Licensed Real Estate Broker



March 27, 1995

VIA - Federal Express

Ms. Freta Lott
Corporate Specialist Supervisor
FLORIDA DEPARTMENT OF STATE
P. O. Box 6327
Tallahassee, Florida 32314

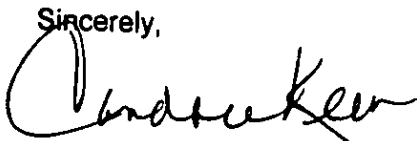
Re: ORANGE BANK BUILDING, INC.
Reference # W95000006592

Dear Ms. Lott:

Enclosed is our check No. 001396 in the amount of \$2,800.00 in response to your March 24, 1995 letter (copy attached).

Please advise if you have any further questions.

Sincerely,



Candace Keen
Assistant to
Chief Ewing, CFO

Enclosures



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 24, 1995

KEITH A. EWING, CFO
PREMIER PROPERTY GROUP, INC.
604 COURTLAND ST., #138
ORLANDO, FL 32804

SUBJECT: ORANGE BANK BUILDING, INC.
Ref. Number: W95000006592

We have received your document for ORANGE BANK BUILDING, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

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 \$2800.00.

Enclosed please find a copy of section 607.1501 or 617.1501, Florida Statutes, which lists those activities that do not constitute transacting business or conducting affairs in this state. If after reviewing this section you determine erroneous information was inserted on the application, a sworn affidavit containing the following information must be submitted: 1.) a statement indicating erroneous information was listed on the application; and 2.) the correct date the corporation began transacting business or conducting its affairs in Florida prior to the year the application was submitted did not constitute transacting business or conducting affairs pursuant to section 607.1501 or 617.1501, Florida Statutes.

Written approval and clearance of the terms BANK, BANKER, BANC, BANKING, TRUST COMPANY, BANCSHARES, SAVINGS & LOAN ASSOCIATION, SAVINGS BANK, or CREDIT UNION must be obtained from the Division of Banking and Finance, pursuant to section 655.922(2a), Florida Statutes. The address is:

Division of Banking
Director's Office
Suite 1401, The Capitol
Tallahassee, FL 32399-0350
(904) 488-1410.

If you have any questions concerning the filing of your document, please call

(904) 487-6093.

**Freta Lott
Corporate Specialist Supervisor**

Letter Number: 195A00013487

604 Courtland St., Suite 130
Orlando, FL 32804
(407) 644-7511 Fax (407) 644-8454
200 West Forsyth St., Suite 1750
Jacksonville, FL 32202
(904) 358-1125 Fax (904) 358-0746
Licensed Real Estate Broker



April 20, 1995

Ms. Freta Lott
Corporate Specialist Supervisor
FLORIDA DEPARTMENT OF STATE
P. O. Box 6327
Tallahassee, Florida 32314

RETURN RECEIPT REQUESTED
Z 073 014 213

Re: ORANGE BANK BUILDING, INC.
Reference # W95000006592

Dear Ms. Lott:

As you advised in your March 24th letter to us, enclosed you will find a letter from Wm. Douglas Johnson, Assistant Director of the Florida Division of Banking approving the use of the name "Orange Bank Building."

The submission of this information should complete the requirements to establish the above captioned entity in the State of Florida.

Should you require anything further, please call me at (407) 644-7511.

Sincerely,

Keith A. Ewing
Chief Financial Officer

KAE:ck

Enclosure - original letter



ROBERT F. MILLIGAN
COMPTROLLER OF FLORIDA

OFFICE OF COMPTROLLER
DEPARTMENT OF BANKING AND FINANCE
STATE OF FLORIDA
TALLAHASSEE
32399-0350

April 14, 1995

Keith A. Ewing
Chief Financial Officer
Premier Property Group, Inc.
604 Courtland Street, Suite 138
Orlando, Florida 32804


Dear Mr. Ewing:

Re: "Orange Bank Building, Inc."

Your letter of April 6, 1995, requests approval for use of the above-referenced name.

It is the opinion of this Department that your name is definitive enough to differentiate the business being conducted from that of a commercial bank or trust company. Therefore, the Department does not object to your use of the above-referenced corporate name.

Sincerely,



Wm. Douglas Johnson
Assistant Director
Division of Banking
Suite 1401, The Capitol
Tallahassee, FL 32399-0350
(904) 488-1111

:kr

cc: Karon Beyer, Chief
Bureau of Corporate Records
Division of Corporations
Secretary of State's Office

**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. Orange Bank Building 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. 59 3092672
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 10-18-91 5. Perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. 10-18-91
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.))
7. 604 Courtland Street - #138
Orlando, FL 32804
(Current mailing address)
8. Rental real estate
(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: Keith A. Ewing
Office Address: 602 Courtland Street - #138
Orlando, Florida, 32804
(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.

FILED
APR 27 AM 11:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

A. DIRECTORS

Chairman: NABIL CHAKSTOUNIAddress: BROOKFIELD HOUSE, 44 DAVIES STREET
LONDON W17 1LD ENGLANDVice Chairman: N/A

Address: _____

Director: GARGARA SWTHLANDAddress: BROOKFIELD HOUSE, 44 DAVIES STREET
LONDON W17 1LD ENGLAND

Director: _____

Address: _____

B. OFFICERS

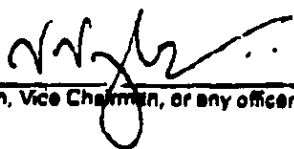
President: NABIL CHAKSTOUNIAddress: BROOKFIELD HOUSE, 44 DAVIES STREET
LONDON W17 1LD ENGLANDVice President: N/A

Address: _____

Secretary: VINOD VAGHADIAAddress: BROOKFIELD HOUSE, 44 DAVIES STREET
LONDON W17 1LD ENGLANDTreasurer: VINOD VAGHADIAAddress: BROOKFIELD HOUSE, 44 DAVIES STREET
LONDON W17 1LD ENGLAND

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.

VINOD VAGHADIA - SECRETARY/TREASURER
(Typed or printed name and capacity of person signing application)FILED
95 APR 27 AM 11:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

State of Delaware
Office of the Secretary of State PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ORANGE BANK BUILDING, 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 FIFTEENTH DAY OF MARCH, A.D. 1995.

FILED
95 APR 27 AM 11:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA




Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE: 7439209

03-15-95

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