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TRANSMITTAL LETTER

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

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-05/02/95--01093--003
*****70.00 *****70.00

SUBJECT: MSRV Development, Inc.

(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:

John B. Beaton

(Name of Person)

John B. Beaton, P.C.

(Firm/Company)

4425 Corporation Lane, Suite 160

(Address)

Virginia Beach, VA, 23462

(City, State and Zip Code)

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

John B. Beaton

(Name of Person)

at (804) 473 . 9963

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

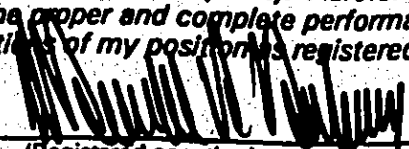
APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACTION BUSINESS IN FLORIDA

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. MSRV Development, 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. Virginia
(State or country under the law of which it is incorporated)
3. 54-1742127
(FEI number, if applicable)
4. March 14, 1995
(Date of incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. April 30, 1995
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 617.155, F.S.))
7. 4425 Corporation Lane, Suite 190
Virginia Beach, VA 23462
(Current mailing address)
8. Real Estate Acquisition and Investment
(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: Donald P. Dufresne, Esquire
Office Address: 12788 Forest Hill Boulevard, Ste. 2003
West Palm Beach, Florida, 33414
(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.

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

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: Jacques E. McEntee

Address: 4425 Corporation Lane, Suite 190

Virginia Beach, VA 23462

Vice President: James J. Saucedo

Address: 4425 Corporation Lane, Suite 190

Virginia Beach, VA 23462

~~Vice Pres.~~ Secretary: Marie Elana Roland

Address: 4425 Corporation Lane, Suite 190

Virginia Beach, VA 23462

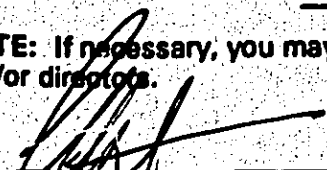
Secretary / Treasurer: Clinton C. Van Nocker

Address: 4425 Corporation Lane, Suite 190

Virginia Beach, VA 23462

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.

Clinton C. Van Nocker, Secretary/Treasurer

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

Commonwealth of Virginia



State Corporation Commission

I Certify the Following from the Records of the Commission:

MSRV DEVELOPMENT, INC. is a corporation existing under and by virtue of the laws of Virginia, and is in good standing.

The date of incorporation is March 14, 1995.

Nothing more is hereby certified.

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Signed and Sealed at Richmond
on this Date: April 06, 1995

William J. Bridge
William J. Bridge, Clerk of the Commission