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TRANSMITTAL LETTER

TO: QUALIFICATION/TAX LIEN SECTION
DIVISION OF CORPORATIONS

100001459601
-04/18/95--01/17--002
*****78.75 *****78.75

SUBJECT: PLAZA MANAGEMENT, 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:

WILLIAM ABRUZZINO
(Name of Person)

PLAZA MANAGEMENT, INC.
(Firm/Company)

995 SR 434 NORTH, OAK GROVE SHOPPES
(Address)

ALTAMONTE SPRINGS, FLORIDA 32714
(City, State and Zip Code)

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 MAY - 8 AM 11:33
js 5/8

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

WILLIAM ABRUZZINO at (407) 788 - 9111
(Name of Person) 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

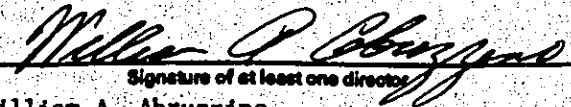
Name conflict
Doc# 378587

RESOLUTION OF BOARD OF DIRECTORS

I, the undersigned William A. Abruzzino, do hereby certify
that this Resolution of the Board of Directors of Plaza Management, Inc.,
a corporation duly organized and existing under the laws of the State of Georgia,
was duly adopted on May 3, 19 95.

Resolved, that Plaza Management, Inc., organized
and existing in the State of Georgia, hereby adopts the
name Georgia Plaza, Inc. for use in Florida.

Dated: 5/3/95


Signature of at least one director
William A. Abruzzino

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**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. PLAZA MANAGEMENT, 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. STATE OF GEORGIA
(State or country under the law of which it is incorporated)
3. 58-1647250
(FEI number, if applicable)
4. FEBRUARY 4, 1985
(Date of incorporation)
5. PERPETUAL
(Duration: Year corp. will cease to exist or "perpetual")
6. UPON QUALIFICATION
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 617.155, F.S.))
7. POST OFFICE BOX 952798
LAKE MARY, FLORIDA 32795-2798
(Current mailing address)
8. MANAGEMENT FIRM FOR SHOPPING CENTERS LOCATED IN GEORGIA AND WEST VIRGINIA
(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: WILLIAM ABRUZZINO
Office Address: 995 SR 434 NORTH, OAK GROVE SHOPPES
ALTAMONTE SPRINGS, Florida, 32714
(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: WILLIAM ABRUZZINO

Address: 4555 SOUTH ATLANTIC AVENUE, #4406

PONCE INLET, FLORIDA 32127-0000

Vice Chairman: _____

Address: _____

Director: REBECCA ABRUZZINO

Address: 4555 SOUTH ATLANTIC AVENUE, #4406

PONCE INLET, FLORIDA 32127-0000

Director: _____

Address: _____

B. OFFICERS

President: WILLIAM ABRUZZINO

Address: 4555 SOUTH ATLANTIC AVENUE, #4406

PONCE INLET, FLORIDA 32127-0000

Vice President: _____

Address: _____

Secretary: REBECCA ABRUZZINO

Address: 4555 SOUTH ATLANTIC AVENUE, #4406

PONCE INLET, FLORIDA 32127-0000

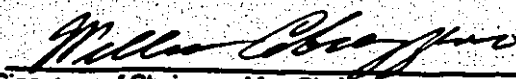
Treasurer: REBECCA ABRUZZINO

Address: 4555 SOUTH ATLANTIC AVENUE, #4406

PONCE INLET, FLORIDA 32127-0000

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.

WILLIAM ABRUZZINO. PRESIDENT

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

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Secretary of State
Corporations Division
Suite 315, West Tower
2 Martin Luther King Jr. Dr.
Atlanta, Georgia 30334-1530

DOCKET NUMBER : 951010280
CONTROL NUMBER : 8501917
DATE INC/AUTH/FILED: 02/04/1985
JURISDICTION : GEORGIA
PRINT DATE : 04/11/1995
FORM NUMBER : 211

PLAZA MANAGEMENT, INC.
1535 MASTERS CLUB DR.
ATLANTA GA 30350

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CERTIFICATE OF EXISTENCE

I, MAX CLELAND, Secretary of State of the State of Georgia, do hereby certify under the seal of my office that

PLAZA MANAGEMENT, INC.
A DOMESTIC PROFIT CORPORATION

was formed in the jurisdiction stated above and was incorporated, formed, or authorized to transact business in Georgia on the above date. Said entity is in compliance with the applicable filing and annual registration provisions of Title 14 of the Official Code of Georgia Annotated and has not filed articles of dissolution or certificate of cancellation with the office of the Secretary of State.

This certificate relates only to the legal existence of the above-named entity as of the date issued. It does not certify whether or not a notice of intent to dissolve, an application for withdrawal or any other similar document has been filed or is pending with the Secretary of State.

This certificate is issued pursuant to Title 14 of the Official Code of Georgia Annotated and is prima-facie evidence that said entity is in existence or is authorized to transact business in this state.



Max Cleland
MAX CLELAND
SECRETARY OF STATE

CORPORATIONS
656-2817

CORPORATIONS HOT LINE
404-656-2222
Outside Metro-Atlanta