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C T CORPORATION SYSTEM
Requestor's Name
660 East Jefferson Street
Address
Tallahassee, Florida 32301
City State Zip Phone
904-222-1092
CORPORATION(S) NAME

100001545461
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Carey South Florida, Inc.
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DIVISION OF CORPORATIONS

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

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

1. CAREY SOUTH FLORIDA, 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. 65-0575674
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. April 10, 1995 5. Perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. April 10, 1995
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.))
7. 1100 Lee Wagener, Suite 328
Ft. Lauderdale, FL 33315
(Current mailing address)
8. To engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.
(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: C T Corporation System
Office Address: 1200 South Pine Island Road
Plantation, Florida, 33324
(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.

Carey Bowen Special Inv. Secretary
(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: Vincent A. Wolfington
Address: 4530 Wisconsin Avenue, N.W.
Washington, DC 20016

Vice Chairman: _____
Address: _____

Director: Don R. Dailey
Address: 4530 Wisconsin Avenue, N.W.
Washington, DC 20016

Director: _____
Address: _____

B. OFFICERS

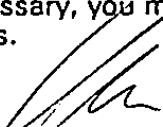
President: Vincent A. Wolfington
Address: 4530 Wisconsin Avenue, N.W.
Washington, DC 20016

Vice President: Guy C. Thomas
Address: 4530 Wisconsin Avenue, N.W.
Washington, DC 20016

Secretary: Don R. Dailey
Address: 4530 Wisconsin Avenue, N.W.
Washington, DC 20016

Treasurer: Corbin R. Miller
Address: 4530 Wisconsin Avenue, N.W.
Washington, DC 20016

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. Vincent A. Wolfington, Chairman and President
(Typed or printed name and capacity of person signing application)

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- - 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 "CAREY SOUTH FLORIDA 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 FOURTEENTH DAY OF JULY, A.D. 1995.

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Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE: 7573749

07-14-95

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