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CSC networks

PRESTICE HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 695561 80767A

AUTHORIZATION : *Patricia Pyzdek*

COST LIMIT : \$ 78.75

RECEIVED
95 OCT -2 AM 8:16
DIVISION OF CORPORATIONS

ORDER DATE : September 29, 1995

ORDER TIME : 3:32 PM

ORDER NO. : 695561

CUSTOMER NO: 80767A

CUSTOMER: Laurel Y. Sitterly, Legal Asst
Wci Communities, Inc.
Suite 500
801 Laurel Oak Drive
Naples, FL 33963

W95-19608

400001598544

FOREIGN FILINGS

NAME: WCI HOLDINGS, INC.

XX PROFIT
NON-PROFIT

XX CORPORATE
LIMITED PARTNERSHIP

XX QUALIFICATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
XX PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Lydia E. Lott

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 OCT -2 AM 9:56

mtm



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

October 2, 1995

CSC NETWORKS

FILE DATE

Resubmit +
10/10/95

SUBJECT: WCI HOLDINGS, INC.
Ref. Number: W95000019608

We have received your document(s) in this office, however, the document is being returned for the following:

The date first transacted business in Florida within the meaning of s. 607.1501 or 608.501, F.S., must be set forth in section 6 of the application. If the corporation/limited liability company has not yet transacted business in Florida within this meaning, please insert the words "upon qualification" in lieu of a date. (Note: Pursuant to s. 607.1502(4), F.S., this office collects a civil penalty of \$1000 for each year other than the application filing year, that a foreign corporation or limited liability company transacts business in this state without authority along with the past annual report fees due this office.)

Please provide complete street addresses for the officers and directors listed on the second page of your application. Please provide a photocopy of the corrected application if you would like one stamped and returned to you.

Please provide a photocopy of the corrected application if you would like one stamped and returned to you.

Please return your document, along with a copy of this letter, within 60 days of your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6958.

Lee Rivers
Document Examiner

Letter Number: 995A00044695

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35 OCT -2 AM 9:56

RECEIVED
95 OCT 10 PM 12:11
DIVISION OF CORPORATIONS

**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. WCI Holdings, 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. 65-0607440
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. September 18, 1995 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. Upon Filing
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 617.155, F.S.)

7. 801 Laurel Oak Drive, Suite 500

Naples, FL 33963

(Current mailing address)

8. To engage or transact in any or all lawful activities or business
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida) permitted under the laws of the State of Florida.

9. Name and street address of Florida registered agent:

Name: Vivien N. Hastings

Office Address: 801 Laurel Oak Drive, Suite 500

Naples, Florida, 33963
(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.

Vivien Hastings
(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: DON E ACKERMAN
Address: 801 Laurel Oak Drive, Suite 500
Naples, FL 33963

Vice Chairman: _____
Address: _____

Director: _____
Address: _____

Director: _____
Address: _____

B. OFFICERS

President: ALFRED HOFFMAN, JR
Address: 801 Laurel Oak Drive, Suite 500
Naples, FL 33963

Vice President: ALICE CARLSON
Address: 801 Laurel Oak Drive, Suite 500
Naples, FL 33963

Secretary: VIVIAN HASTINGS
Address: 801 Laurel Oak Drive, Suite 500
Naples, FL 33963

Treasurer: _____
Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. Don E Ackerman
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Don E. Ackerman, Chairman
(Typed or printed name and capacity of person signing application)

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DIVISION OF CORPORATIONS

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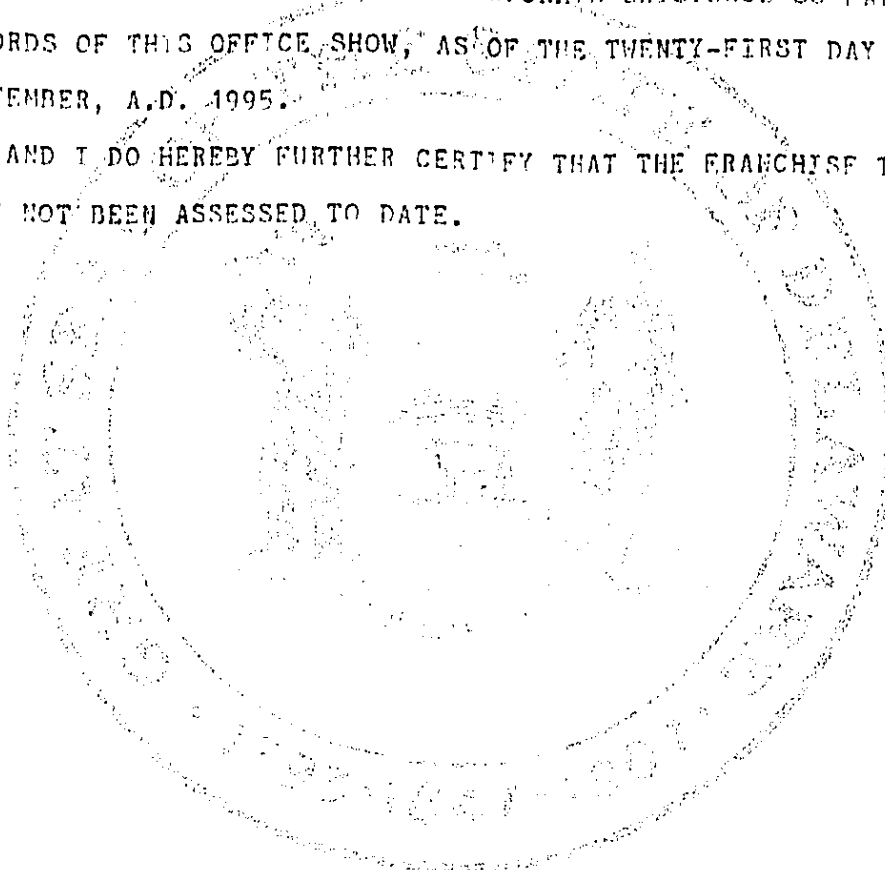
State of Delaware

Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "WCT HOLDINGS, 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-FIRST DAY OF SEPTEMBER, A.D. 1995.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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2543993 8300

950215486

Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE:

7648115

09-21-95