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1201 HAYS STREET

TALLAHASSEE, FL 32301

904-291-7171

1-800-342-8086

800-342-8086

ACCOUNT NO. : 0721000000032

REFERENCE : 774600 6766A

AUTHORIZATION :

Patricia Pajot

COST LIMIT : \$ ~~25.00~~ 70.00

ORDER DATE : December 18, 1995

ORDER TIME : 4:52 PM

ORDER NO. : 774600

CUSTOMER NO: 6766A

CUSTOMER: Brian Bellerose, Esq  
Olshan, Grundman, Frome &  
505 Park Avenue  
16th Floor  
New York, NY 10022

W95-24679

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95 DEC 20 AM 10:15  
DIVISION OF CORPORATIONS

FOREIGN FILINGS

NAME: ACES GREEN ISLE GP, INC.

XX PROFIT  
       NON-PROFIT

XX CORPORATE  
       LIMITED PARTNERSHIP

XX QUALIFICATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Carina L. Dunlap

8/12/94  
95 DEC 20 AM 8:24  
FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

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. ACES GREEN ISLE G.P., INC.

(Name of corporation: the word "INCORPORATED," "COMPANY," or "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

(State or country under the law of which it is incorporated)

3. 11-09-95

(Date of Incorporation)

4. Perpetual

(Duration)

5. \_\_\_\_\_

(Federal Employer Identification number, if applicable)

6. Applied for  
Upon Qualification

(Date first transacted business in Florida. See sections 607.1501, 607.1502, and 817.155, F.S.)

7. 1050 Lee Wagener Blvd. Suite 303 Ft. Lauderdale,

(Current mailing address) FLA. 33315

8. Real Estate Holdings

(Corporate purpose and nature of business in which it is engaged in Florida)

9. Names and addresses of officers and or directors:

A. Directors:

Chairman: Henry S. Miller

Address: \_\_\_\_\_

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Director: 1050

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

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DIVISION OF CORPORATIONS  
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12/18/95

16:30

CSU/PHLEPS 904 222 0393

003

**Officers:**

President:

Address:

David Ross  
6560 LIONSHED LANE  
BOCA RATON, FL 33496

Vice President:

Address:

Adam C. Petrillo  
172 Camden Drive  
Boca Raton

Secretary:

Address:

Treasurer:

Address:

GARY DIAMOND  
410 SE 2ND ST. #424  
HALLANDALE, FL 33009

(If needed, you may attach an addendum to the application listing additional officers and/or directors.)

## 10. Name and Street address of Florida registered agent:

Name: Corporation Service Company

Office Address: 1201 Nays Street  
Tallahassee, Florida 32301  
 Zip Code

## 11. 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.

CORPORATION SERVICE COMPANY

Registered agent's signature:

Gail Shelby GAIL SHELBY, AS AGENT

12. 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.

13.

Adam C. Petrillo, Vice-President  
 (Signature of Chairman, Vice Chairman, or any officer listed in number 9 of the application)

14.

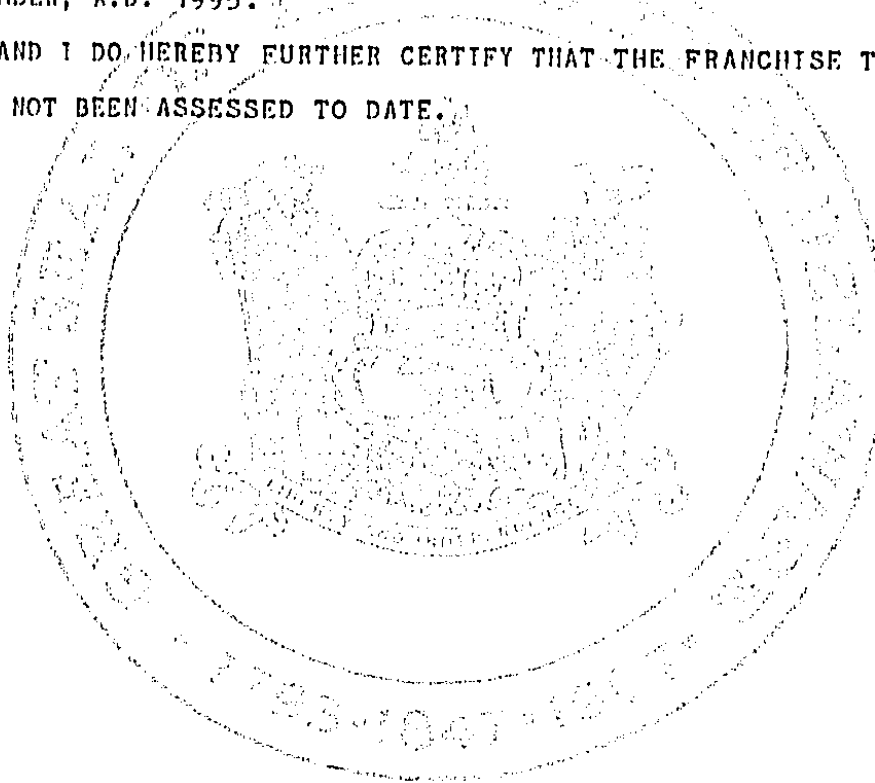
Adam C. Petrillo, Vice-president  
 (Name and capacity of person signing application)

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 SECRETARY OF STATE  
 DIVISION OF CORPORATIONS  
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State of Delaware  
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ACES GREEN ISLE GP, 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 EIGHTEENTH DAY OF DECEMBER, A.D. 1995.

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



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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
95 DEC 20 AM 8:24

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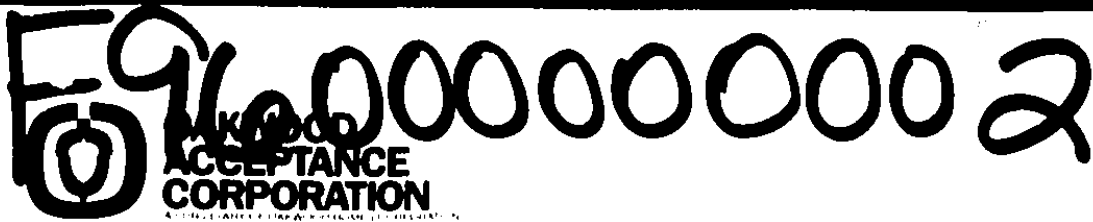


*Edward J. Freel*

Edward J. Freel, Secretary of State 6440

AUTHENTICATION: 12-18-95

DATE:



2225 SOUTH HOLDEN ROAD • P.O. BOX 77430 • GREENSBORO, NC 27417-7430 • 910 855-2400/1-800-322-5224

August 5, 1996

Florida Department of State  
Corporations Division  
P.O. Box 6327  
Tallahassee, FL 32314

Dear Sir or Madam,

This letter is to notify your office of our location and mailing address change effective August 5, 1996. Our new location and mailing address is:

Oakwood Acceptance Corporation  
7800 McCloud Road  
P.O. Box 35607  
Greensboro, NC 27425-5607

F92-2

Please update your records and/or notify me of any additional notification procedures that you may require. Thank you in advance for your assistance and please contact me directly at extension 3650 with any questions or problems regarding this matter.

Very truly yours,

*Victoria J. Thomas*

Victoria J. Thomas  
Compliance Specialist  
Oakwood Acceptance Corporation

*Copy 8/7/96*

