F9600000187

TRANSMITTAL LETTER

| TO. | Qualification/Tax Lien Section |
|-----|--------------------------------|
| | Division of Corporations |
| | • |

SUBJECT: Hide away Ray Apartments Linter, Inc.

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:

| Mr. Ronald Medoff Preside | |
|--|---|
| (Name of Person) | 600001663116 -12/15/9501090002 |
| Villabar Properties Inc. | *****70.00 *****70.00 |
| (Fam/Company) | 0)/15-24564 |
| 30 St. Clair Avenue W Suite | <u> 160</u> |
| | ? 6 0 |
| Toroisto Oitario Canada (City/State/Zip) | MAN BYTE MAN |
| | 0 N FIL |
| | PH 30 |
| Should you need to call someone concerning this matter, please call: | 2: 2 2: 2 3: 4: 4: 4: 4: 4: 4: 4: 4: 4: 4: 4: 4: 4: |
| Daw: Turvin at (416 (Name of Person) (Area Code & D | 972 - 0 458 5 6 |
| | unto |
| | 77010 |

COURIER ADDRESS:

Qualification/Tax Lien Sec. Division of Corporations 409 E. Gaines St Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section Division of Corporations P. O. Box 6327 Tallahassee, FL 32314



FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State

December 18, 1995

RONALD MEDOFF % VILLABAR PROPERTIES, INC. 30 ST. CLAIR AVENUE W, STE 1100 TORONTO, ONTARIO M4V 3A1,

4000001681154 -01/08/96--01018--001 ****800.00 ****800.00

SUBJECT: HIDEAWAY BAY APARTMENTS LIMITED, INC. Ref. Number: W95000024504

We have received your document for HIDEAWAY BAY APARTMENTS LIMITED, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

In order for the Department of State (Department) to consider HIDEAWAY BAY APARTMENTS LIMITED, INC.'s request for consideration to reduce or waive the civil penalties due this office for transacting business in violation of s. 607.1501, F.S., this office requires the following be submitted:

- 1) copies of the corporation's last five federal corporation income tax in returns
- 2) a check made payable to the Florida Department of State in the amount of \$800.00, covering the annual report fees due this office. (Note: this office does not have statutory authority to waive or reduce past annual report fees that would have been collected had the corporation properly qualified.)

Please submit the above information and past annual report fees along with a copy of this letter to my attention. The Department's General Counsel will review and consider HIDEAWAY BAY APARTMENTS LIMITED, INC.'s request for waiver or reduction of the civil penalties due this office only when the above information and annual report fees have been received.

If you have any questions concerning the filing of your document, please call (904) 487-6097.

Michael Mays Document Specialist

Letter Number: 095A00054389



10 Bay Street, Suite 700 Toronto, Canada M5J 2R8 Tel: (416) 362-0515 Paxi (416) 362-0539

P.J. McCarney D.C. Greenwood B.T. Cerwin ICH, O'Nvill B.G. Allan D.J. Thompson

December 7, 1995

Florida Department of State
Foreign Qualification and Tax Lien Section
P.O. Box 6327
Tallahassee, Florida
32314

Dear Sira:

RE: HIDEAWAY BAY APARTMENTS LIMITED

We act as accountants for the above-noted corporation. As such, we are pleased to enclose a duly completed "Application by Foreign Corporation to Transact Business in Florida," together with a cheque for U.S. \$70.

The company is the general partner in a limited partnership, which first transacted business in Florida in December, 1991. The company was of the understanding that it was not required to register, as its parent company, Villahar Properties Inc., is duly registered.

The parent company administers numerous partnerships and has always filed any federal or state returns on a timely basis. All other Florida state filings for this company have been timely filed.

Given the client's misunderstanding of the registration procedure and its history of timely filing, we request that any late filing penalties that may be applicable be waived in the circumstances.

Please do not hesitate to contact the writer if you require additional information in this respect.

Yours very truly
McCARNEY GREENWOOD

David Thompson

DJT/

c.c. Mr. R. Medoff

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January 2, 1996

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

ATTENTION: MR. MICHAEL MAYS

Dear Sirs:

RE:

HIDEAWAY BAY APARTMENTS LIMITED, INC. REF. NUMBER W95000024504

We received your correspondence dated December 18, 1995 regarding the above-noted company. As you requested, enclosed please find a copy of your letter along with the following:

- 1. a copy of the federal corporation income tax returns for the years 1991 to 1994. (Please note that the company had no activity whatsoever prior to 1991.)
- 2. a cheque in the amount of \$800,00 covering the annual report fees due to your office.

If you have any questions concerning the above, please do not hesitate to contact this office.

Yours very truly

VILLABAR PROPERTIES INC.

Ronald A. Medoff, B.A., C.

President

Encls.

SECTION OF STATE OF S

TELEPHONE: (416) 972-0458 FACSIMILIE: (416) 972-6116



Department of State Memorandum Office of the General Counsel

TO:

File

FROM:

Mare W. Dunbar, Assistant General Counsel

DATE:

January 9, 1996

RE:

Hideaway Bay Apartments, Ltd. Inc.

Based on a review of the file and the tax returns provided by this corporation, it is my recommendation that this file be closed, all penalties be abated, and this corporation be qualified to do business in Florida. This corporation has paid all outstanding annual report fees. This corporation has operated at or near a loss for each of the past four years and cannot afford to pay the outstanding penalties. As such, all penalties have been waived, and this corporation should be qualified to do business in this state.

MWD/mwd

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:

| (Name of corporation: misst include-the world"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. Ortario Carada 3. 59-1953574 (State or country under the law of which it is incorporated) (FEI number, if applicable) | - |
| 4. December 30, 1990 (Date of Incorporation) 5. Perpetual (Duration: Year corp. will cease to exist or "perpetual") | , |
| 6. December 199 (Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155. F.S.) | |
| 7. 30 St Clair Avenue West Swite 1100 | 14 Co |
| Torranto Cintario Cinada M4V 3A1 & (Current mailing address) | 1.000 J |
| 8. Real Costate (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: (P.O. Box or Mail Drop Box NOT acceptable) | |
| Name: Cheryl Hunink | |
| Office Address: 2550 Alataya Trail | |
| Orlando, Florida, 32826 10. Registered agent's accentance: (Zip Code) | |
| 10. Registered agent's acceptance: (Zip Code) | |
| 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.

12. Names and addresses of officers and/or directors: (Street address ONLY- P. O. Box A. DIRECTORS (Street address only- P. O . Box NOT acceptable) Chairman: Robuld Medaft Address: Clavillaber Propodice Tro. 30 St. Chin Ave. W. Suite 1100, Torosto, Ontario, Canada, My BAL Address: _____ Director: 12 Address: _____ Director: Address: _____ B. OFFICERS (Street address only- P. O. Box NOT acceptable) President: Rossuld Inedoff Address: C/o Villabar Proporties Inc 30 St Clair Ave WSuite 100 Toronto Ontario, Canada Vice President: Mayer Hoffer Address: C/o Villabar Proportios Inc. 30 St Clair Ave. W Suite 1100 Secretary: _ Address: Treasurer: Address: NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors. (Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application) d A. Medoff President
(Typed or printed name and capacity of person signing application)

Ministry of Consumer and Commercial Relations

Business Division Companius Branch 393 University Avu. Suitu 200 Toronto: ON: MSQ 2M2 Ministère de la Consommation et du Commerce

Division dus affaires commerciales Direction des compagnites 393 ave University Bereau 200 Toronto ON M5G 2M2



Certificate of Status Certificat de Statut Documentaire

This is to certify that according to the records of the companies branch

Je certifie par les presentes que, conformément aux dossiers de la Direction des compagnies,

HIDEAWAY BAY APARTMENTS LIMITED

Ontario Corporation No.

Numéro matricule de la personne morale en Ontario

000925946

is a corporation incorporated, amalgamated or continued under the laws of the Province of Ontario.

est constituée, fusionnée ou prorogée en vertu des lois de la province de l'Ontario.

The corporation came into existence on

La personne morale a été fondée le

DECEMBER 31 DECEMBRE, 1990

and has not been dissolved.

et n'a pas été dissoute.

Dated

Fait le

OCTOBER 24 OCTOBRE, 1995

SECRETARY OF STATE STATE

Controller of Records Contrôleur des dossiers