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March 7, 1996

Division of Corporations, Florida P. O. Box 6327 Tallahassee, Florida 32344 900001799743 -03/12/96--01066--002 *****70.00

Re: Wade Development of Pennsylvania, Inc.

Dear Sir/Madam:

Please find enclosed for processing an original Application by a Foreign Corporation for Authorization to Transact Business in Florida for the above-referenced corporation.

Also enclosed is this firm's check in the amount of \$70,00 to cover your charges.

If you have any questions, please give me a call.

Kelly Drew Paralegal

truly yours

/kd Enclosure CHASCALLS OF CONTROLLINGS -

APPLICATION BY A FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUBINKSS IN FLORIDA

IN COMPLIANCE WITH PRA & 607,1503, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDAL

Name of Corporation [IF NOT ALREADY CONTAINED IN THE NAME. 1. ADD ONE OF THE FOLLOWING WORDS: "INCORPORATED, " "COMPANY, " OR "CORPORATION," OR THE ABBREVIATIONS "CORP., " "INC." OR "CO.. " OR WORDS OF LIKE IMPORT IN LANGUAGE THAT WILL CLEARLY INDICATE THAT IT IS A CORPORATION INSTEAD OF A NATURAL PERSON OR PARTNERSHIPLE

Wade Development of Pennsylvania, Inc.

The (state) (country) under whose laws the corporation is 2. incorporated;

3.

FEI number, if applicable:

23-2703814

Date of incorporation in the domiciliary (state) (country):

October 21, 1992

5. Duration:

Perpetual

Date first transacted business in Florida [SEE FSA SS 6. 607.1501, 607.1502 and 817.155]:

Not applicable at this time

7. Current mailing address:

> 800 N. Nagnolia Avenue, Guite 1701 Orlando, Plorida 32804

A. Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida:

General business transactions in the development industry

2. Name and street address of Plorida registered agents

James H. C. Perry, Esquire Perry & Hicke, P.A. The Day Building Buite 630 605 E. Robinson Street Orlando, Florida 32802

10. Having been named as registered agent and to accept service of process for the above stated corporation. 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 deligation of my position as registered agent.

James E. C. Perry, Esquire Registered Agent

11. Attached hereto is a certificate of existence (or document of similar import) duly authenticated by the secretary of state or other official having custody of corporate records in the state or country under whose laws the corporation is incorporated.

Certificate of Existence

12. The names and addresses of each of the corporation's directors are as follows:

James N. Wade, Director 600 N. Magnolia Avenue, Suite 1701 Orlando, Florida 32603 13. The names and addresses of each of the corporation's officers are as follows:

James N. Wade, President 800 N. Magnolia Avenue, Suite 1701 Orlando, Florida 32803

Dates Match 4, 1996

James N. Wade. President

25 12 PH 2:22



COMMONWEALTH OF PLNNSYLVANTA

DEPARTMENT OF STATE

MARCH 05, 1996

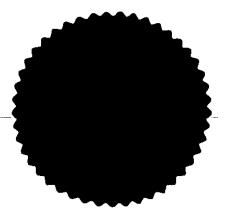
TO ALL WHOM THUSE PRESENTS SHALL COME, GREETING:

I DO HEREBY CERTIFY THAT,

WADE DEVELOPMENT OF PENNSYLVANIA, INC.

SECRETARY OF STATEMENT OF STATE

is duly incorporated under the laws of the Commonwealth of Pennsylvania and remains a subsisting corporation so far as the records of this office show, as of the date herein.



IN TESTIMONY WHEREOF, I have hereunto set my hand and caused the Seal of the Secretary's Office to be affixed, the day and year above written.

Secretary of the Commonwealth

CEEN