

FILE COMPANY CORPORATION
Three Christmases • 2004 • Walnut Street • Wilmington, Delaware 19801 • Telephone (302) 571-1400 • Fax (302) 571-1346

January 30, 1996

Corporate Records Bureau
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

ENCLOSURE 17107013
-02/08/96--01093--006
*****70.00 *****70.00

RE: Cape Property Corporation
9512282576110

W96-3222

6/5/0

Dear Sir or Madam:

Enclosed please find Application for Authority (and related documents, if appropriate) and our check in the amount of \$70.00 for Cape Property Corporation

Please file and return all related correspondence to my attention at the address listed above.

Please feel free to contact me directly at 1-302-575-0440, ext. 7003, with questions regarding the enclosed application.

Sincerely,

Vickie Joyner

Vickie Joyner
Corporate Service Representative

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
56 MAY 10 AM 9:21

enc.



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 12, 1996

VICKIE JOYNER
THE COMPANY CORPORATION
3 CHRISTINA CENTRE, 201 N WALNUT ST
WILMINGTON, DE 19801

SUBJECT: CAPE PROPERTY CORPORATION
Ref. Number: W96000003222

We have received your document for CAPE PROPERTY CORPORATION and your check(s) totaling \$70.00. However, the document has not been filed and is being retained in this office for the following:

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

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

If you have any questions concerning the filing of your document, please call (904) 487-6094.

Doug Dickinson
Document Specialist

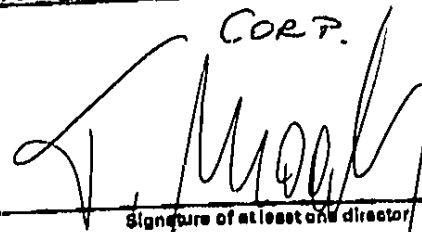
Letter Number: 796A00006171

RESOLUTION OF BOARD OF DIRECTORS

I, the undersigned THOMAS WOOD, do hereby certify
that this Resolution of the Board of Directors of CAPE PROPERTY CORP.,
a corporation duly organized and existing under the laws of the State of DELAWARE,
was duly adopted on MARCH, 19 96.

Resolved, that CAPE PROPERTY CORP., organized
and existing in the State of DELAWARE, hereby adopts the
name CAPE PROPERTY INTERNATIONAL for use in Florida.
CORP.

Dated: 2-28-96


Signature of at least one director

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 MAY 10 AM 9:21

**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. CAPE PROPERTY CORPORATION
(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. N/A
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 12-28-1995 5. PERPETUAL
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")

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

7. 1700 E. LAS OLAS BLVD. S 205
FT. LAUDERDALE, FL 33301
(Current mailing address)

8. REAL ESTATE CONSULTING + DEVELOPMENT
(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: Larry Wolfe
Office Address: 200-A JOHN KNOX RD
Tallahassee, Florida, 32303-1643
(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.

see attached
(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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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: THOMAS S WOOD

Address: 1007 N. FEDERAL HWY. #104
FT. LAUDERDALE, FL 33304

Director: JOHN K. RANDOLPH

Address: 52 W. OAKLAND PARK BLVD. #14-1
FT. LAUDERDALE, FL 33311

B. OFFICERS

President: THOMAS S WOOD

Address: 1007 N. FEDERAL HWY. #104
FT. LAUDERDALE, FL 33304

Vice President: JOHN K. RANDOLPH

Address: 52 W. OAKLAND PARK BLVD. #14-1
FT. LAUDERDALE, FL 33311

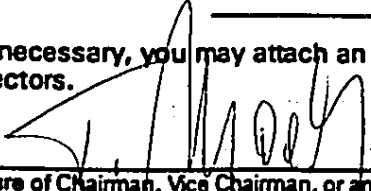
Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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)

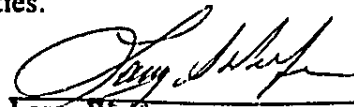
14. THOMAS WOOD, President
(Typed or printed name and capacity of person signing application)

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICLE FOR
THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON
PROCESS MAY BE SERVED.**

In compliance with Section 607.1507, Florida Statutes, the following is submitted:

First, this Cape Property Corporation
desiring to organize under the laws of the state of Florida with its principal place of
business located in the city of Fort Lauderdale, State of
Florida, has named Larry Wolfe located at 200 - A John Knox Road, Tallahassee FL
32303-6643 as its agent for service of process within Florida.

Having been named to accept service of process for the above stated
corporation, at the place designated in this Certificate, I hereby agree to act in this
capacity, and I further agree to comply with the provisions of all statutes relative to
the proper and complete performance of my duties.

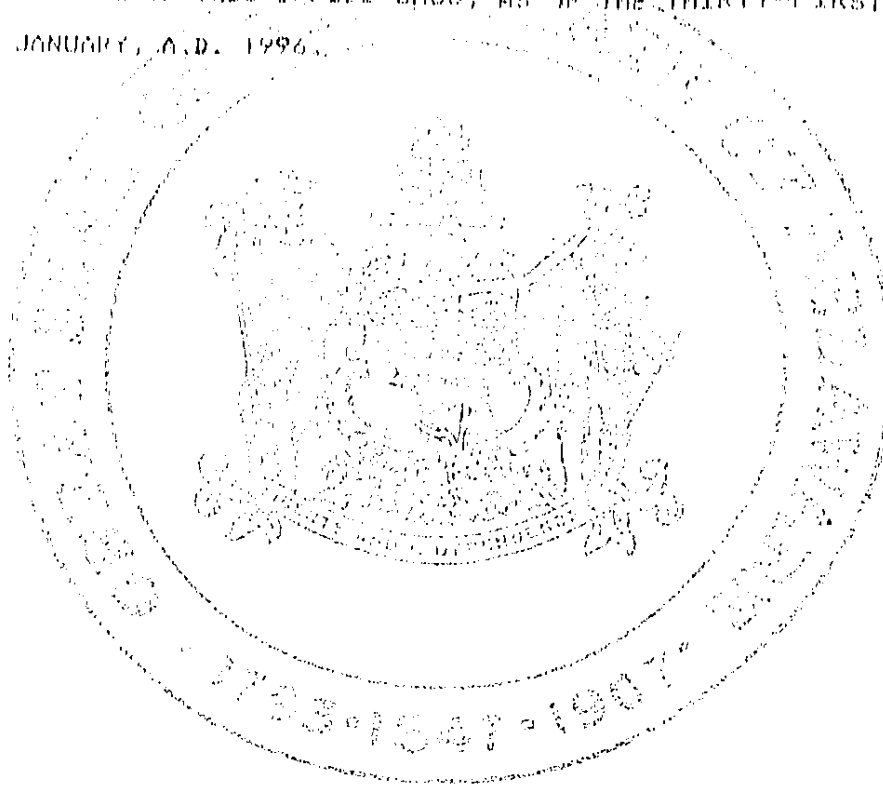


Larry Wolfe

1/31/96
Date

State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CAPE PROPERTY CORPORATION" 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 THIRTY-FIRST DAY OF JANUARY, A.D. 1996.



FILED
 SECRETARY OF STATE
 DIVISION OF CORPORATIONS
 96 MAY 10 AM 9:21



2576110 8300

960029048

Edward J. Freel
 Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE:

7810134

01-31-96