

Document Number Only
F 96000002496

C 'I' CORPORATION SYSTEM

Requestor's Name
660 East Jefferson Street

Address
Tallahassee, Florida 32301

City State Zip Phone

CORPORATION(S) NAME

500001827055
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*****78.75 *****78.75

St Lucie West Development Corp.

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 7, 1996

ANNE MARIE LA FERLA
RUDEN, MCCLOSKEY, SMITH, ET AL.
P.O. BOX 1900
FT. LAUDERDALE, FL 33302

The name ST. LUCIE WEST DEVELOPMENT CORP. has been reserved for 120 days beginning May 7, 1996. The reservation number is R96000002346 and this reservation is NONRENEWABLE.

A reservation is not a grant of authority to use the name. It is only a withholding of a name from its availability for use by another. When the proposed document is submitted, the name will AGAIN be checked against the records of the Division and if still no conflict exists and all other requirements are fulfilled, the reserved name shall be filed as the entity name.

The Division of Corporations is a ministerial filing office and may not render any legal advice. The Division does not adjudicate the legality of any corporate name or arbitrate disputes between entities. You may wish to review other laws such as common law rights, including rights to a trade name; United States Code, Federal Trademark Act, Section 1051 (Lanham Act); Chapter 495, Florida Statutes, Registration of Trademarks and Service Marks (Florida Trademark Act); and Section 865.09, Florida Statutes (Fictitious Name Act).

If someone else submits the document for filing, it must have a copy of this letter attached.

Should you have any questions regarding this matter, please telephone (904) 488-9000, the Name Availability Section

Trevor Brumbley

Letter number: 096A00022142

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION 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. St. Lucia West Development Corp.
(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
(State or country under the law of which it is incorporated)
3. _____
(FEI number, if applicable)
4. May 7, 1996
(Date of incorporation)
5. Perpetual
(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 817.156, F.S.))
7. c/o Morgens', Waterfall, Vintiadis & Co., Inc.
10 East 50th Street, 26th Floor
New York, NY 0022, Attn: Daniel M. Levinson
(Current mailing address)
8. To hold real estate.
(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: C T CORPORATION SYSTEM
Office Address: c/o C T Corporation System, 1200 South Pine Island Road
Plantation, Florida, 33324
(Zip Code)

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10. Registered agent 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.

C T CORPORATION SYSTEM

Connie Bryan

(Registered agent's signature) (Officer)

CONNIE BRYAN

SPECIAL ASSISTANT SECRETARY
(Type Name and Title of Officer)

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:

A. DIRECTORS

Chairman: _____

Address: _____

Director: _____
~~Shareholder~~ Daniel M. Levinson

Address: Morgans, Waterfall, Vintiadis & Co., Inc.

10 East 50th St., 26th Floor, NY, NY 10022

Director: David A. Ericson

Address: Morgans, Waterfall, Vintiadis & Co., Inc.

10 East 50th Street, 26th Floor, NY, NY 10022

Director: Polyvios C. Vintiadis

Address: Morgans, Waterfall, Vintiadis & Co., Inc.

10 East 50th Street, 26th Floor, NY, NY 10022

B. OFFICERS

President: Daniel M. Levinson

Address: Same as above

Vice President: None.

Address: _____

Secretary: David A. Ericson

Address: Same as above.

Treasurer: Daniel M. Levinson.

Address: Same as above.

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

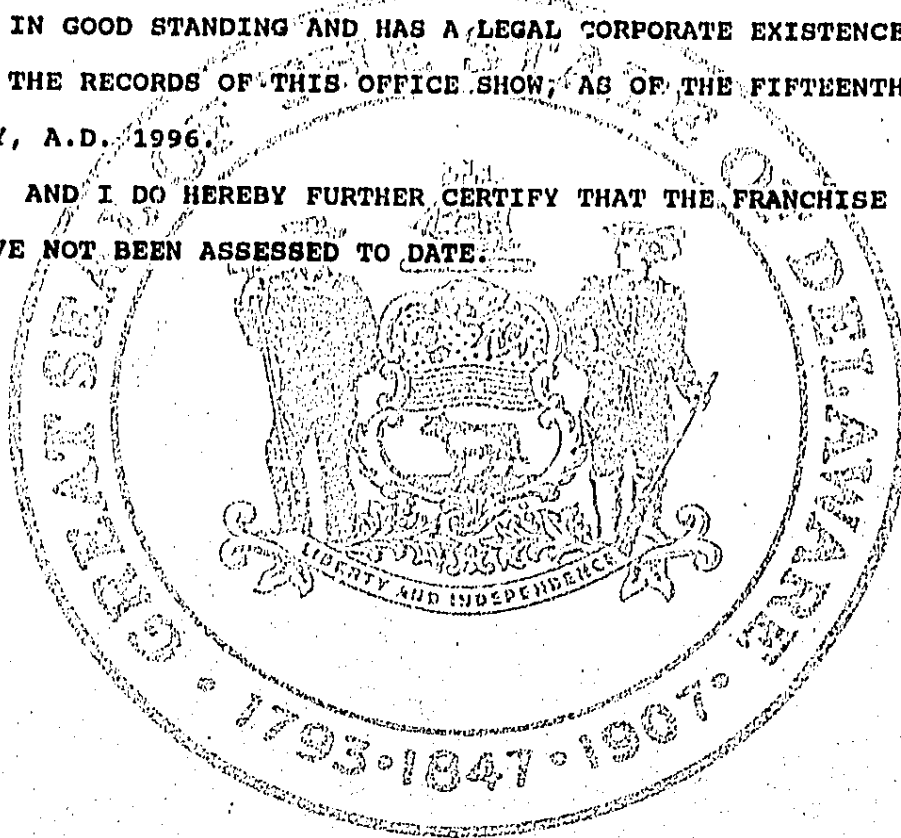
13. Daniel M. Levinson
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Daniel M. Levinson, President
(Typed or printed name and capacity of person signing application)

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ST. LUCIE WEST DEVELOPMENT CORP." 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 FIFTEENTH DAY OF MAY, A.D. 1996.

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



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Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE:

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