



THE COMPANY CORPORATION

1311 N. Market Street • Wilmington, Delaware 19801-1151 • Telephone: (302) 575-0440 • Fax: (302) 575-1346

October 22, 1996

96000005677

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

RE: MGI Management Corp.
9609102660709

900001996559--8
-11/05/96--01162--011
*****70.00 *****70.00

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 MGI Management Corp..

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,

Regina Cephas

Regina Cephas
Vice President

enc.

9811/1
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 OCT 31 AM 10:12

**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. MGI MANAGEMENT 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 USA
(State or country under the law of which it is incorporated)
3. APPLIED FOR
(FEI number, if applicable)
4. 9-10-96
(Date of Incorporation)
5. PERPETUAL
(Duration: Year corp. will cease to exist or "perpetual")
6. PLANNED START IS 1-1-97
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 617.150, F.S.)
7. GLENN NELSON
MGI MANAGEMENT CORP.
8708 FERNWICK CT.
ORLANDO FL 32819 (Current mailing address)
8. LICENSED ASSOCIATION MANAGEMENT / PROPERTY MANAGEMENT
(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: 200A John Knox Road
Tallahassee, Florida, 32303
(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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12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: MARJORIE A. NELSON

Address: 8708 FERNWICK CT

ORLANDO, FL 32819

Director: GLENN NELSON

Address: 8708 FERNWICK CT.

ORLANDO, FL 32819

B. OFFICERS

President: MARJORIE NELSON

Address: 8708 FERNWICK CT

ORLANDO, FL 32819

Vice President: GLENN NELSON

Address: 8708 FERNWICK CT.

ORLANDO, FL 32819

Secretary: GLENN NELSON

Address: 8708 FERNWICK CT.

ORLANDO, FL 32819

Treasurer: MARJORIE NELSON

Address: 8708 FERNWICK CT

ORLANDO, FL 32819

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

13.

Glenn Nelson
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14.

GLENN NELSON - VICE PRESIDENT & SECY
(Typed or printed name and capacity of person signing application)

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE 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 MGI Management Corp. desiring to
organize under the laws of the state of Florida with its principal place of business located in the
city of Orlando, 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

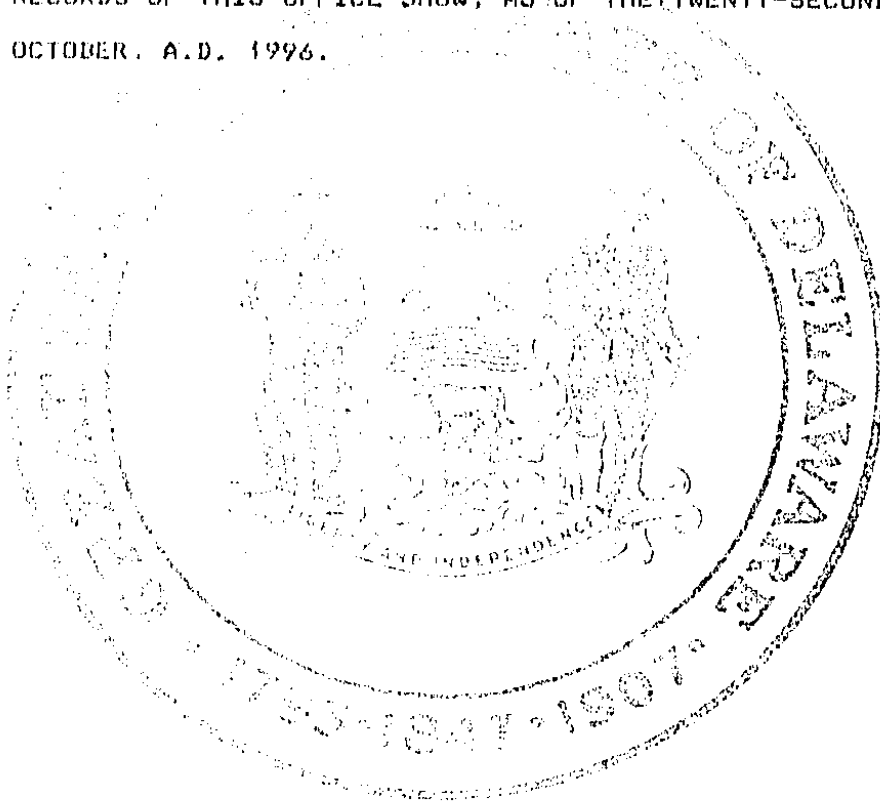
10/22/96

Date

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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 "MGI MANAGEMENT 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 TWENTY-SECOND DAY OF OCTOBER, A.D. 1996.



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 OCT 31 AM 10:12



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Edward J. Freel, Secretary of State

8155947

AUTHENTICATION:

DATE:

10-22-96