

TO: OCT 04 1996 05:11 PM
F96000005977
TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: Lawrence Properties, Inc.
(Name of corporation - must include suffix)

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:

Paul Kahn 100001999311--1
(Name of Person) -11707/96--01067--016
****236.25 *****78.75

Lawrence Properties, Inc.
(Firm/Company)

221 Ponte Vedra Park Drive #400
(Address)

Ponte Vedra Beach, FL 32082 # 1115
(City/State/Zip)

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Should you need to call someone concerning this matter, please call:

Paul Kahn at (904) 285-8617
(Name of Person) (Area Code & Daytime Telephone Number)

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

Name conflict
v24662

PAUL G. KAHN

**221 PONTE VEDRA PARK DRIVE, SUITE 400
PONTE VEDRA BEACH, FL 32082**

November 1, 1996

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

Dear Sir or Madam:

Enclosed is one check in the amount of \$236.25. This is to cover the \$70 registration fee and the additional \$8.75 for a certificate of status to cover each of the three (3) attached applications to do business in the State of Florida.

Thank you for your assistance. Please give me a call if you have any questions.

Sincerely yours,



Nickie Williams
Secretary to Mr. Kahn

Enclosures



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

November 8, 1996

PAUL KAHN
LAWRENCE PROPERTIES, INC.
221 PONTE VEDRA PARK DR. #400
PONTE VEDRA BEACH, FL 32082

SUBJECT: LAWRENCE PROPERTIES, INC.
Ref. Number: W96000023789

We have received your document for **LAWRENCE PROPERTIES, INC.** and your check(s) totaling \$236.25. 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) 487-6095.

Jennifer Sindt
Document Examiner

Letter Number: 696A00051297

RESOLUTION OF BOARD OF DIRECTORS

(Please print or type)

I, the undersigned PAUL G. KAHN, do hereby certify
(Name)

that this Resolution of the Board of Directors of LAWRENCE PROPERTIES, INC

(Corporate Name)

a corporation duly organized and existing under the laws of the State of DELAWARE,

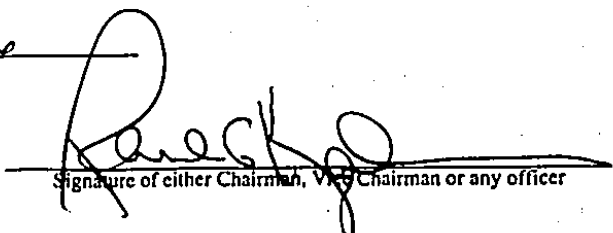
was duly adopted on NOVEMBER 13, 1996.

Be it resolved, that LAWRENCE PROPERTIES, INC,
(Corporate Name)

organized and existing in the State of DELAWARE, hereby adopts the name

LAWRENCE PROPERTY MANAGEMENTS, INC. for use in Florida.

Dated: 11/13/96


Signature of either Chairman, Vice Chairman or any officer

PAUL G. KAHN, PRESIDENT
Type or print name

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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:

1. Lawrence Properties, Inc.
(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. 59-3401345
(FEI number, if applicable)
4. 7/8/96
(Date of incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. 10/14/96
(Date first transacted business in Florida. (SEE SECTIONS 607.1301, 607.1302, AND 617.135, F.S.))
7. 221 Ponte Vedra Park Drive #400
Ponte Vedra Beach, FL 32082
(Current mailing address)
8. Management & Travel Service
(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 acceptable)
Name: Paul G. Kahn
Office Address: 221 Ponte Vedra Park Drive #400
Ponte Vedra Beach, Florida, 32082
(Zip Code)

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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.

Paul G. Kahn
(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 NOT acceptable)

A. DIRECTORS (Street address only- P. O. Box NOT acceptable)

Director
Chairman: Marvin Goldberg

Address: 221 Ponte Vedra Park Drive #300

Ponte Vedra Beach, FL 32082

Director
Vice-Chairman: Paul Kahn

Address: 221 Ponte Vedra Park Drive #400

Ponte Vedra Beach, FL 32082

Director: Sara Goldberg

Address: 221 Ponte Vedra Park Drive #300

Ponte Vedra Beach, FL 32082

Director: Cathleen Kahn

Address: 221 Ponte Vedra Park Drive #400

Ponte Vedra Beach, FL 32082

B. OFFICERS (Street address only- P. O. Box NOT acceptable)

President: Paul Kahn

Address: 221 Ponte Vedra Park Drive #400

Ponte Vedra Beach, FL 32082

Vice President: _____

Address: _____

Secretary; Treasurer Marvin Goldberg

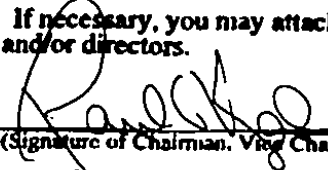
Address: 221 Ponte Vedra Park Drive #300

Ponte Vedra Beach, FL 32082

Treasurer: _____

Address: _____

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

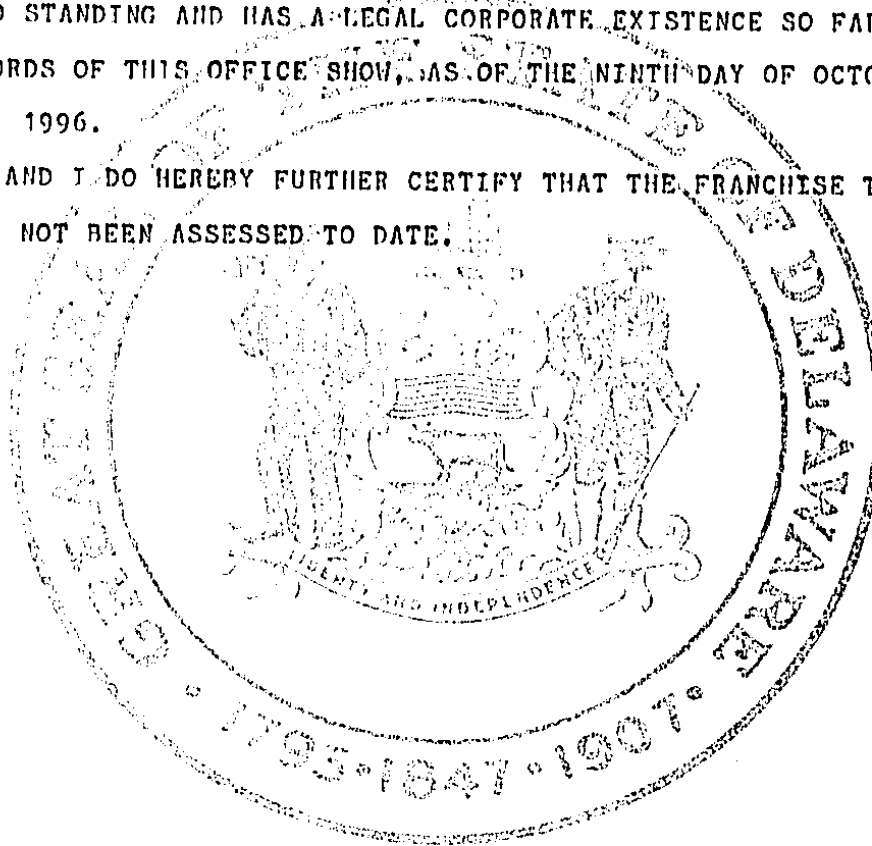
13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Paul G. Kahn
(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 "LAWRENCE PROPERTIES, INC." 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 NINTH DAY OF OCTOBER, 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

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AUTHENTICATION: 8140974

DATE: 10-09-96