

F9600000 6262
TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: MANATEE PROPERTIES INC. (of Delaware)
(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:

Regina Cinelli 800002010386--1
(Name of Person) -11/20/96--01116--001
*****78.75 *****78.75
MANATEE PROPERTIES INC (of Delaware) W96-24659
(Firm/Company)
2758 NE 30. Ave #3A
(Address)
Lighthouse Point FL 33064
(City/State/Zip)

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

Regina Cinelli at (954) 946 5893
(Name of Person) (Area Code & Daytime Telephone Number)
(561) 395 7448

012/3
96 DEC -3 AM 8:58
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

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

H.-Regina Cinelli
2758 NE 30th Avenue # 3A
Lighthouse Point, FL 33064

17th November 1996

VIA COURIER
Qualification/Tax Lien Sec.
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

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Dear Sir,

MANATEE PROPERTIES INC.
(DELAWARE Corporation)

We have pleasure in submitting an Application By Foreign Corporation for Authorization To Transact Business in Florida and copies of the original incorporation of the above captioned company together with the original Certificate of Existence and a check in the sum of \$ 78.75, representing registration fee and a certificate of Status.

May we kindly ask you to return your documents to us at your earliest convenience.

Yours sincerely,

Regina Cinelli

H.-Regina Cinelli



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

November 20, 1996

REGINA CINELLI
MANATEE PROPERTIES INC.
2758 30 AVE. #3A
LIGHTHOUSE POINT, FL 33084

SUBJECT: MANATEE PROPERTIES INC.
Ref. Number: W96000024659

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We have received your document for **MANATEE PROPERTIES INC.** and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

You must list your Federal Employer Identification Number in the appropriate block. If applied for, enter "applied for", or if not applicable, enter "N/A".

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: 896A00052870

H.-Regina Cinelli
2738 NE 30th Avenue # 3A
Lighthouse Point, FL 33064

Tel.: (954) 946 5893 Fax: (954) 783 9976

25th November 1996

VIA COURIER

Qualification/Tax Lien Sec.
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

Attention: Mrs. Jennifer Sindt
Document Examiner

Ref.: Letter Number: 896A00052870

Dear Sirs:

We have pleasure in re-submitting our application for foreign corporation to be authorized to transact business in Florida. Also attached please find the relative resolution of the board of directors adopting the name Manatee Properties Inc of Delaware Corp.

We trust that the corrected documents will enable you to provide us with the requested authorization to transact business in the State of Florida.

Yours sincerely,


H-Regina Cinelli

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RESOLUTION OF BOARD OF DIRECTORS

(Please print or type)

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I, the undersigned REGINA CINELLI (Name), do hereby certify

that this Resolution of the Board of Directors of _____

MANATEE PROPERTIES INC.
(Corporate Name)

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

was duly adopted on 21ST NOVEMBER 1996, 19 ____.

Be it resolved, that MANATEE PROPERTIES INC.
(Corporate Name)

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

MANATEE PROPERTIES INC. OF DELAWARE CORP. for use in Florida.

Dated: 22nd November 1996

Regina Cinelli - DIRECTOR
Signature of either Chairman, Vice Chairman or any officer

REGINA CINELLI
Type or print name

**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. MANATEE 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. N/A
(FEI number, if applicable)
4. 21. October 1996
(Date of Incorporation)
5. annual
(Duration: Year corp. will cease to exist or "perpetual")
6. 12. November 1996
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.135, F.S.))
7. 2758 NE 30. Ave # 3A
Lighthouse Point, FL. 33064
(Current mailing address)
8. Property Investment
(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 NOT acceptable)**

Name: Regina Cielli

Office Address: 2758 NE 30 Ave # 3A

Lighthouse Point, Florida, 33064
(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.

Regina Cielli
(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: (Street address ONLY, P. O. Box NOT acceptable)

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

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Regina Cinelli

Address: 2758 NE 50 Ave # 3A Lighthouse Point, FL
33064

Director: _____

Address: _____

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

President: _____

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

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

14. REGINA CINELLI - DIRECTOR
(Typed or printed name and capacity of person signing application)

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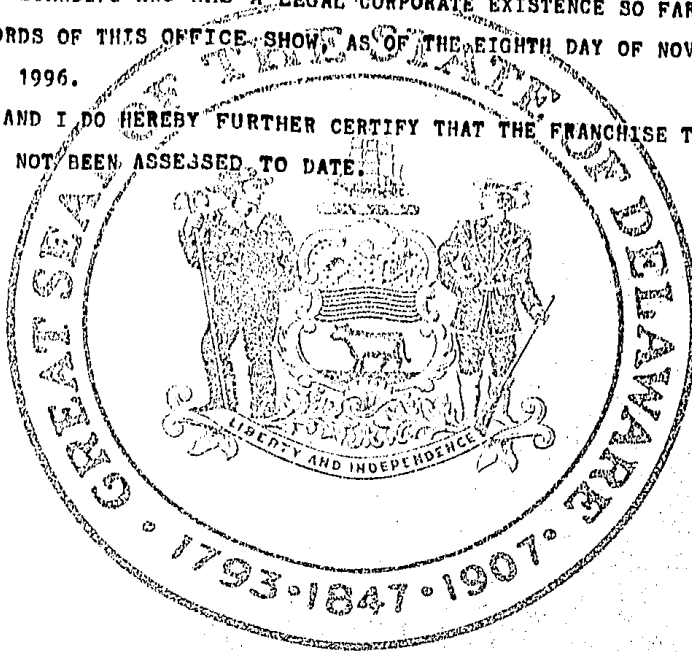
State of Delaware

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Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MANATEE 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 EIGHTH DAY OF NOVEMBER, A.D. 1996.

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



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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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Edward J. Freel
Edward J. Freel, Secretary of State

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AUTHENTICATION: 8184720

DATE: 11-08-96