

1201 HAYS STREET
TALLAHASSEE, FL 32301-2007
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F960000006860



network
FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 204505 4303929

AUTHORIZATION :

COST LIMIT : \$ 122.50

Patricia Piggett

ORDER DATE : December 30, 1996

ORDER TIME : 10:15 AM

ORDER NO. : 204505-005

CUSTOMER NO: 4303929

300002041008--8

CUSTOMER: Ms. Sheryl C. Vainstein
Greenberg Traurig Hoffman
22nd Floor
1221 Brickell Avenue
Miami, FL 33131-3238

FOREIGN FILINGS

NAME: GATEWAY CUMBERLAND PROPERTIES,
INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
XX PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Kathy Drake

12/30
FILED RECEIVED
96 DEC 30 PM 1:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
DIVISION OF CORPORATION

DEC. 26, 1996 4:49PM

COX, CASTLE, NICHOLSON, LLP,

NO. 2870 P. 21

**APPLICATION BY FOREIGN CORPORATION FOR
AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**

In compliance with §807.1503, FLORIDA STATUTES, the following is submitted to Register a FOREIGN CORPORATION TO TRANSACT BUSINESS in the State of Florida:

1. GATEWAY CUMBERLAND PROPERTIES, INC., a California corporation
(Name of Corporation adding the word "INCORPORATED", "COMPANY" OR "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. California
(State or Country under the law of which is incorporated)
3. 95-4596969
(F.E.I Number, if applicable)
4. September 5, 1996
(Date of Incorporation)
5. Perpetual
(Duration: Year corporation will cease to exist or "Perpetual")
6. Date of qualification in Florida
(Date first transacted business in Florida. (See §807.1501, 807.1502, and §817.155 F.S.)
7. 300 North Lake Avenue, Suite 620, Pasadena, CA 91101
(Current Mailing Address; please include city, state & zip code)
8. Any lawful business
(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: CORPORATION SERVICE COMPANY

Office Address: 1201 Hays Street

Tallahassee, FLORIDA 32301
(Zip Code)

10. **REGISTERED AGENT'S ACCEPTANCE:** Having been named as the 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.

CORPORATION SERVICE COMPANY, Registered Agent

BY: Deborah D. Skipper (Signature) Date: 12/30, 1996.

Deborah D. Skipper, Agent for Registered Agent

FILED
96 DEC 30 PM 1:27
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

DEC. 26, 1996 4:50PM

COX, CASTLE, NICHOLSON, LLP,

NO. 2870 P. 22

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Florida Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of the state or country in which it is incorporated.

12. NAME OF DIRECTORS and/or OFFICERS:


A. DIRECTORS:

Director: Marsha D. Richter
Address: 300 North Lake Avenue, Suite 620, Pasadena, CA 91101
Director: _____
Address: _____

B. OFFICERS:

President: Marsha D. Richter
Address: 300 North Lake Avenue, Suite 620, Pasadena, CA 91101
Secretary: Margaret O. Shuler
Address: 300 North Lake Avenue, Suite 620, Pasadena, CA 91101
Treasurer: Marsha D. Richter
Address: 300 North Lake Avenue, Suite 620, Pasadena, CA 91101

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

13.  DATE: 12/26-96
(Signature of Chairman, Vice Chairman, or any officer listed in #12)
MARGARET O. SHULER
14. VICE PRESIDENT & SECRETARY
(Print or type name and office of person signing this application)

FLING FEE: \$122.00

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FILED
96 DEC 30 PM 1:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



SECRETARY OF STATE

CERTIFICATE OF STATUS DOMESTIC CORPORATION

I, BILL JONES, Secretary of State of the State of California, hereby certify:

That on the 5th day of September, 19 96,

GATEWAY CUMBERLAND PROPERTIES, INC.

became incorporated under the laws of the State of California by filing its Articles of Incorporation in this office; and

That no record exists in this office of a certificate of dissolution of said corporation nor of a court order declaring dissolution thereof, nor of a merger or consolidation which terminated its existence; and

That said corporation's corporate powers, rights and privileges are not suspended on the records of this office; and

That according to the records of this office, the said corporation is authorized to exercise all its corporate powers, rights and privileges and is in good legal standing with the State of California; and

That no information is available in this office on the financial condition, business activity or practices of this corporation.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

December 23, 1996



Bill Jones

Secretary of State