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CT CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301 222-1092

City

State

Zip

Phone

000002353978--8

-11/21/97--01050--025

*****70.00 *****70.00

CORPORATION(S) NAME

GS of Aventura, Inc.

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DIVISION OF CORPORATION

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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. G.S. of Aventura, 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. Oklahoma

(State or country under the law of which it is incorporated)

3. 73-1528511

(FEI number, if applicable)

4. October 23, 1997

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. upon qualification

(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.156, F.S.))

7. 1300 Metropolitan Avenue, Oklahoma City, Oklahoma 73108

(Current mailing address)

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8. To engage in any lawful act or activity for which corporations may be organized.
(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)

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 obligation of my position as registered agent.

C T Corporation System


(Registered agent's signature) (Officer)

John J. Linnihan, Assistant Vice President

(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: Jack E. Counts, Jr.
Address: 1300 Metropolitan Avenue
Oklahoma City, OK 73108

Vice Chairman: _____
Address: _____

Director: Jack E. Counts, Sr.
Address: 1748 N. Greenville Avenue
Richardson, TX 75081

Director: Frank X. Olney
Address: 3010 Oaktree Lane
Hollywood, FL 33021

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B. OFFICERS

President: See attached list of officers
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. Michelle S. Chilton
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Michelle S. Chilton, Vice President
(Typed or printed name and capacity of person signing application)

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Appendix to Florida
Application by Fgn. Corp. for Authorization to Transact Business in Florida

**Officers of
G.S. of Aventura, Inc.**

1. Jack E. Counts, Jr., President
1300 Metropolitan Avenue
Oklahoma City, Oklahoma 73108
2. Michelle S. Chilton, VP/Secretary
1300 Metropolitan Avenue
Oklahoma City, Oklahoma 73108
3. Kyp Hardaway, VP/Controller
1300 Metropolitan Avenue
Oklahoma City, Oklahoma 73108

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OFFICE OF THE SECRETARY OF STATE



DIVISION
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**CERTIFICATE OF GOOD STANDING
(DOMESTIC CORPORATION)**

I, **THE UNDERSIGNED**, Secretary of State of the State of Oklahoma, do hereby certify that I am by the laws of said State the custodian of the records of the State of Oklahoma relating to the right of corporations to transact business in this State, and am the proper officer to execute this certificate.

I FURTHER CERTIFY that G.S. OF AVENTURA, INC.
whose registered agent is: McAfee & Taft, a Professional Corporation
with its registered office at 211 North Robinson, 10th Floor, Oklahoma City
, Oklahoma is a corporation duly organized and existing under and by virtue of the laws of the State of Oklahoma, and is in good standing according to the records of this office. This certificate is not to be construed as an endorsement, recommendation or notice of approval of the corporation's financial condition or business activities and practices. Such information is not available from this office.

IN TESTIMONY WHEREOF, I hereto set my hand and cause to be affixed the Great Seal of the State of Oklahoma.



Done at the City of Oklahoma City, this 19th day of
November, 1997.

Sam Cole
Secretary of State

By: Harry Jones