F970000006247

TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

700002352957--4
-11/20/97--01067--005
*****70.00 *****70.00

SUBJECT: FAIRWAY INC.
(Name of corporation - must include suffix)

700002352957--4
-11/20/97--01067--006
******8.75 ******8.75

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:

W97-26258

JOHN W. MACDONALD
(Name of Person)

MACDONALD, PORTER, DREES
(Firm/Company)

65 QUEEN STREET WEST, 17TH FLOOR
(Address)

TORONTO, ONTARIO CANADA M5H 2M5
(City/State/Zip)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 NOV 25 PM 2:00

LL
11/25

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

JOHN W. MACDONALD at (416) 366-1700
(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

ROETZEL ANDRESS
A LEGAL PROFESSIONAL ASSOCIATION
850 PARK SHORE DRIVE
TRIANON CENTRE, THIRD FLOOR
NAPLES, FLORIDA 34103
(941) 649-6200
FAX (941) 261-3659

JOSEPH L. LAWSON
CARL E. WESTMAN
WALLACE W. WALKER, JR.
ROBERT G. MENZIES
JOHN CLAPPER, III
STEPHEN E. THOMPSON
KENNETH B. CUYLER
RICHARD A. HEUERMAN*
ROI E. BAUGHER II
PAUL K. HEUERMAN
G. CARSON McEACHERN
JONATHAN D. FISHBANE
MARK J. PRICE
JOHN D. GAST
JENNIFER J. NACKLEY
STEVEN M. FALK
RICHARD D. YOVANOVICH
KATHLEEN W. ADAMS
NORMA B. VINCENT
TERRENCE R. HOLIHEN

* LICENSED IN OHIO ONLY

COLUMBUS, OHIO
(614) 463-9770

CINCINNATI, OHIO
(513) 361-0200

CLEVELAND, OHIO
(216) 623-0150

AKRON, OHIO
(330) 376-2700

CANTON, OHIO
(330) 455-2700

FT. MYERS, FLORIDA
(941) 337-3850

INTERNET
EMAIL ramail@ralaw.com
HOME PAGE http://www.ralaw.com/counsel/

November 19, 1997

Via Federal Express

Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Re: **Application By Foreign Corporation for Authorization to Transact Business in Florida for Fairway Inc., a Delaware corporation** and **Application for Registration of Fictitious Name for Villas D'Este Partners, a Florida general partnership**

Dear Madam or Sir:

We need the filings for the above captioned entities processed as expeditiously as possible, and enclose the following items in accordance with your requirements:

1. Fairway Inc. Application By Foreign Corporation for Authorization to Transact Business in Florida for Fairway Inc., an original, current certificate of status for the corporation from the State of Delaware, and the corporation's check no. 1002 in the amount of $70.00 representing the filing fee. As instructed in the attached Transmittal Letter, please forward all correspondence with respect to the corporation to John W. MacDonald at the address shown thereon. Additionally, we enclose our check in the amount of $8.75 to obtain a Certificate of Status evidencing the filing; and

2. Villas D'Este Partners Application for Registration of Fictitious Name, the partnership's check no. 10095 in the amount of $50.00 representing the filing fee for same, and our check in the amount of $10.00 representing the fee for obtaining a Certificate of Status for the partnership. Once the foreign corporation has been filed and its Florida Registration number is available, the fictitious name filing can be processed.

Please return both certificates of status to us in the self-addressed return Federal Express envelope provided. The acknowledgment letters may be returned directly to the applicable corporation and partnership for their records.

Thank you for your assistance in this matter. Should you have any questions regarding this request, please contact us.

Very truly yours,

D Joudrey

Deborah Joudrey
Real Estate Paralegal

"Jō-Dray"

/dkj

enclosures

cc: Mr. Ronald W. Cabana
Mr. John W. MacDonald
Stephen E. Thompson, Esq.

FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

November 20, 1997

DEBORAH JOUDREY, REAL ESTATE PARALEGAL
ROETZEL & ANDRESS
850 PARK SHORE DRIVE, THIRD FLOOR
NAPLES, FL 34103

SUBJECT: FAIRWAY INC.
Ref. Number: W97000026258

We have received your document for FAIRWAY INC. and your check(s) totaling $78.75. 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 (850) 487-6958.

Lee Rivers
Document Examiner

Letter Number: 797A00055714

CRONACHER DEVELOPMENT CORPORATION

Builders and Developers

EST. 1950

FACSIMILE TRANSMISSION FORM

TO: Florida Dept of State - Attn: Mr. Lee Rivers

FACSIMILE NO.: 8504876013

FROM: Ron Casano

DATE: 11-25-97

NO. OF PAGES INCLUDING COVER SHEET: 2

ADDITIONAL MESSAGE:

Re: Fairway Inc

Resignation as Dir. [illegible] [illegible]

Per Direction of George Tinney of

Roetzel & Andress - [illegible] [illegible]

Being Sent Herewith

2640 Golden Gate Parkway • Suite 304 • Naples, Florida 34105 • Telephone 941-649-8606 • Fax 941-649-1108

CERTIFICATION OF SPECIAL MEETING OF DIRECTORS HELD ON THE 21st DAY OF NOVEMBER, 1997

I hereby certify that the Board of Directors of FAIRWAY INC., a Delaware corporation (the "Corporation"), met pursuant to the requirements of the Articles of Incorporation and the Bylaws of said Corporation and that the following constitutes a true and correct copy of the Resolution approved at said meeting:

"BE IT RESOLVED that Fairway Inc., a Delaware corporation, by and through its President, Barry L. Needler, on behalf of the Corporation, be authorized to adopt the name FAIRWAY INC. OF DELAWARE for the purpose of obtaining authority to transact business in the State of Florida and in connection therewith to execute all instruments required to accomplish this purpose and ratify all acts of the Corporation prior to this meeting in regard thereto."

97 NOV 25 PM 2:00
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

(CORPORATE SEAL)

FAIRWAY INC.,
a Delaware corporation

By: B Needler
Barry L. Needler
Its: President

STATE OF Florida)
) S.S.:
COUNTY OF Collier)

On this 25th day of November, 1997 before me personally appeared the above named Barry L. Needler, as President of Fairway Inc., a Delaware corporation, on behalf of said corporation, who being duly sworn did depose and say that the foregoing certificate by him subscribed is true and [√] who is personally known to me or [ ] who produced ______________ as identification.

Laurie A Slater
NOTARY PUBLIC
Notary Name: LAURIE A. SLATER
My Commission Expires:

(SEAL)

E:\APPS\CLOSINGS\DELRAY.CLO\CORR.RES

LAURIE A. SLATER
MY COMMISSION # CC 594978
EXPIRES: October 21, 2000
Bonded Thru Notary Public Underwriters

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. FAIRWAY 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. 51-0318267
(FEI number, if applicable)

4. JUNE 15, 1989
(Date of Incorporation)

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 NOV 25 AM 2:00

6. APRIL 21, 1997
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.)

7. BOX 2463, STATION "B"
RICHMOND HILL, ONTARIO CANADA L4E 1A5
(Current mailing address)

8. BUSINESS INVESTMENTS
(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: ROY CRONACHER

Office Address: c/o CRONACHER DEVELOPMENT CORP.
2460 GOLDEN GATE PARKWAY, SUITE 304

NAPLES, Florida, ~~33942~~ 34105
(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.

X [signature]
(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)

Chairman: N/A

Address:

Vice Chairman:

Address:

Director: BARRY L. NEEDLER

Address: FOXGATE, 1011 19TH SIDE ROAD
KING CITY, ONTARIO CANADA L7B 1K5

Director: N/A

Address:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 NOV 25 PM 2:00

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

President: BARRY L. NEEDLER

Address: FOXGATE, 1011 19TH SIDE ROAD
KING CITY, ONTARIO CANADA L7B 1K5

Vice President: LOUISE NEEDLER

Address: FOXGATE, 1011 19TH SIDE ROAD
KING CITY, ONTARIO CANADA L7B 1K5

Secretary: JOHN W. MACDONALD

Address: 27 RIVERCREST ROAD
TORONTO, ONTARIO CANADA M6S 4H4

Treasurer: N/A

Address:

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

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

14. BARRY L. NEEDLER, PRESIDENT
(Typed or printed name and capacity of person signing application)

State of Delaware

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "FAIRWAY 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 TENTH DAY OF NOVEMBER, A.D. 1997.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 NOV 25 PM 2:00

Edward J. Freel, Secretary of State

2199361 8300

AUTHENTICATION: 8748518

971381679

DATE: 11-10-97