

# F980000000256

Document Number Only

CT Corporation System  
Requestor's Name  
660 East Jefferson Street  
Address  
Tallahassee, FL 32301 222-1092  
City State Zip Phone

CORPORATION(S) NAME

400002401634--3  
-01/15/98--01063--008  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

400002401634--3  
-01/15/98--01063--008  
\*\*\*\*\*8.75 \*\*\*\*\*8.75

Chancellor of Fort Myers, Inc.

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|--|---|---|
| <input checked="" type="checkbox"/> Profit   | <input type="checkbox"/> Amendment              | <input type="checkbox"/> Merger         |
| <input type="checkbox"/> NonProfit           | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark           |
| <input checked="" type="checkbox"/> Foreign  | <input type="checkbox"/> Annual Report          | <input type="checkbox"/> Other          |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Name Registration      | <input type="checkbox"/> Change of R.A. |
| <input type="checkbox"/> Reinstatement       | <input type="checkbox"/> Photo Copies           | <input type="checkbox"/> UCC Filing     |
| <input type="checkbox"/> Fictitious Name     | <input checked="" type="checkbox"/> CUS         |   |
| <input type="checkbox"/> Certified Copy      | <input type="checkbox"/> Call if Problem        | <input type="checkbox"/> After 4:30     |
| <input type="checkbox"/> Call When Ready     | <input type="checkbox"/> Will Wait              | <input type="checkbox"/> Pick Up        |
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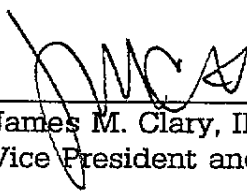
CONSENT TO USE OF A NAME

Chancellor of Aberdeen, Inc., Chancellor of Altamonte Springs, Inc.,  
Chancellor of Bonita Springs, Inc., Chancellor of Clearwater, Inc., Chancellor of  
Deerfield Beach, Inc., Chancellor of Lauderhill I, Inc., Chancellor of Lauderhill II,  
Inc., Chancellor of Naples, Inc., Chancellor of Naples II, Inc., Chancellor of  
Plantation, Inc., Chancellor of Stuart, Inc., Chancellor of Tamarac, Inc., all Delaware  
corporations which are qualified to conduct business in the State of Florida hereby  
consent to name usage by Chancellor of Florida, Inc.", "Chancellor of Ft. Myers, Inc."  
and "Chancellor of Southern Florida, Inc." in the State of Florida.

All the above entities are related with the same principal address.

IN WITNESS WHEREOF, the said corporations have caused this consent to  
be executed this 8 day of January, 1998.

CHANCELLOR OF ABERDEEN, INC.  
CHANCELLOR OF ALTAMONTE SPRINGS, INC.  
CHANCELLOR OF BONITA SPRINGS, INC.  
CHANCELLOR OF CLEARWATER, INC.  
CHANCELLOR OF DEERFIELD BEACH, INC.  
CHANCELLOR OF LAUDERHILL I, INC.  
CHANCELLOR OF LAUDERHILL II, INC.  
CHANCELLOR OF NAPLES, INC.  
CHANCELLOR OF NAPLES II, INC.  
CHANCELLOR OF PLANTATION, INC.  
CHANCELLOR OF STUART, INC.  
CHANCELLOR OF TAMARAC, INC.

By:   
James M. Clary, III  
Vice President and Secretary

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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. Chancellor of Ft. Myers, 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. applied

(FEI number, if applicable)

4. December 30, 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. 197 First Avenue, Needham, Massachusetts 02194

(Current mailing address)

8. Real estate investment and related activities, and any other lawful act or activity for which corporations can be organized to do 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: 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)  
**PATRICIA A. CANARIO,**  
SPECIAL ASSISTANT SECRETARY

(Type Name and Title of Officer)

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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: \_\_\_\_\_

Address: \_\_\_\_\_

\_\_\_\_\_

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

\_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

\_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

\_\_\_\_\_

B. OFFICERS

President: see attached list of officers

Address: \_\_\_\_\_

\_\_\_\_\_

Vice President: \_\_\_\_\_

Address: \_\_\_\_\_

\_\_\_\_\_

Secretary: \_\_\_\_\_

Address: \_\_\_\_\_

\_\_\_\_\_

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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. James M. Chary, III, 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  
Chancellor of Ft. Myers, Inc.**

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1.   Abrahm D. Gosman, President  
     197 First Avenue  
     Needham, Massachusetts   02194
  
2.   James M. Clary, III, Vice President and Secretary  
     197 First Avenue  
     Needham, Massachusetts   02194
  
3.   Frederick R. Leathers, Vice President and Treasurer  
     197 First Avenue  
     Needham, Massachusetts   02194
  
4.   Richard P. Zermani, Vice President and Assistant Secretary  
     197 First Avenue  
     Needham, Massachusetts   02194

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*State of Delaware*  
*Office of the Secretary of State*

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CHANCELLOR OF FT. MYERS, 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 THIRTEENTH DAY OF JANUARY, A.D. 1998.

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

2840375 8300

AUTHENTICATION:

8862606

DATE:

981013445

01-13-98