

F 980000000 355



ACCOUNT NO. : 072100000032
REFERENCE : 675974 80354B
AUTHORIZATION : Patricia Pizit
COST LIMIT : \$ 70.00

ORDER DATE : January 21, 1998
ORDER TIME : 10:37 AM
ORDER NO. : 675974-005 400002406864--1
CUSTOMER NO: 80354B
CUSTOMER: Randolph J. Rush, Esq
Winderweedle Haines, P. A.
5th Floor
250 Park Avenue, South
Winter Park, FL 32789

FOREIGN FILINGS

NAME: PARK PLACE DEVELOPMENT COMPANY

FILE FIRST

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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

CONTACT PERSON: Deborah Schroder

RECEIVED
98 JAN 21 AM 11:47
DIVISION OF CORPORATION
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JAN 21 PM 12:02
hr 1/21

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:

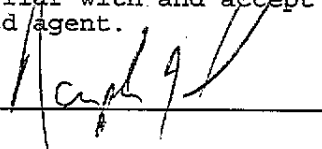
1. Name of corporation adding the word "Incorporated" or "Corporation" if not so contained in the name at present:
PARK PLACE DEVELOPMENT COMPANY
2. Incorporated under the laws of:
Nevada
3. Date of Incorporation: December 16, 1997 4. Duration: Perpetual
5. Federal Employer Identification number, if applicable: Applied for
6. Date first transacted business in Florida:
January 16, 1998
7. Current mailing address:
1803 Park Center Drive, Suite 220
Orlando, Florida 32835
8. Brief description of the nature of the business:
Real estate development and management
9. Names and addresses of officers and directors:
A. Director(s):
David J. Townsend
1803 Park Center Drive, Suite 220
Orlando, Florida 32835
B. Officer(s):
President/Secretary/Treasurer:
David J. Townsend
1803 Park Center Drive, Suite 220
Orlando, Florida 32835
10. Name and Street Address of Florida registered agent:
Randolph J. Rush
Winderweedle, Haines, Ward & Woodman, P.A.
250 Park Avenue South, 5th Floor
Winter Park, Florida 32789

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JAN 21 PM 12:02

11. 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.

Registered agent's signature: _____



12. 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.

13. Signature of any Director or Officer listed in number 9 of the application:



14. Name and Title of person signing application:

David J. Townsend, President

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JAN 21 PM 12:02

SECRETARY OF STATE



CERTIFICATE OF EXISTENCE WITH STATUS IN GOOD STANDING

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JAN 21 PM 12:02

I, DEAN HELLER, the duly elected and qualified Nevada Secretary of State, do hereby certify that I am, by the laws of said State, the custodian of the records relating to filings by corporations, limited-liability companies, limited partnerships, and limited-liability partnerships pursuant to Title 7 of the Nevada Revised Statutes which are either presently in a status of good standing or were in good standing for a time period subsequent of 1976 and am the proper officer to execute this certificate.

I further certify that the records of the Nevada Secretary of State, at the date of this certificate, evidence, **PARK PLACE DEVELOPMENT COMPANY** as a corporation duly organized under the laws of Nevada and existing under and by virtue of the laws of the State of Nevada since December 16, 1997 and is in good standing in this state.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office, in Carson City, Nevada, on January 7, 1998.



Dean Heller
Secretary of State

By *Lisa Inigo*
Certification Clerk