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

CORPORATION(S) NAME

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-01/22/98-01065-024
*****70.00 *****70.00

AMA Florida Land Ventures I, Inc.

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| <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. |
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1/22

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. AMA Florida Land Ventures I, 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. January 12, 1998

(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 for which a corporation may be organized to conduct 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

Patricia A. Canario

(Registered agent's signature) (Officer)

PATRICIA A. CANARIO,
SPECIAL ASSISTANT SECRETARY

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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: _____

Sole
Director: Abraham Gosman

197 First Avenue

Address: _____

Needham, Massachusetts 02194

Director: _____

Address: _____

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B. OFFICERS

President: Abraham D. Gosman

Address: 197 First Avenue

Needham, Massachusetts 02194

Vice President: James M. Clary, III

Address: 197 First Avenue

Needham, Massachusetts 02194

Secretary: James M. Clary, III

Address: 197 First Avenue

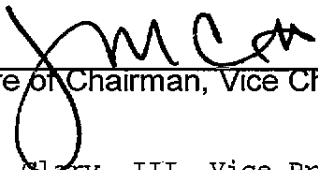
Needham, Massachusetts 02194

Treasurer: Abraham D. Gosman

Address: 197 First Avenue

Needham, Massachusetts 02194

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. Clary, III, Vice President
(Typed or printed name and capacity of person signing application)

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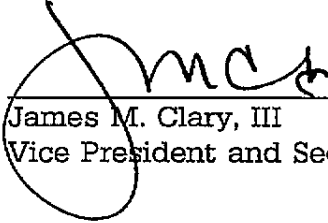
CONSENT TO USE OF A NAME

AMA Florida Land Ventures, Inc., a Delaware corporation qualified to conduct business in the State of Florida, hereby consents to name usage by "AMA Florida Land Ventures I, Inc." in the State of Florida.

The above entities are related with the same principal address.

IN WITNESS WHEREOF, the said corporations have caused this consent to be executed this 14th day of January, 1998.

AMA FLORIDA LAND VENTURES, INC.

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

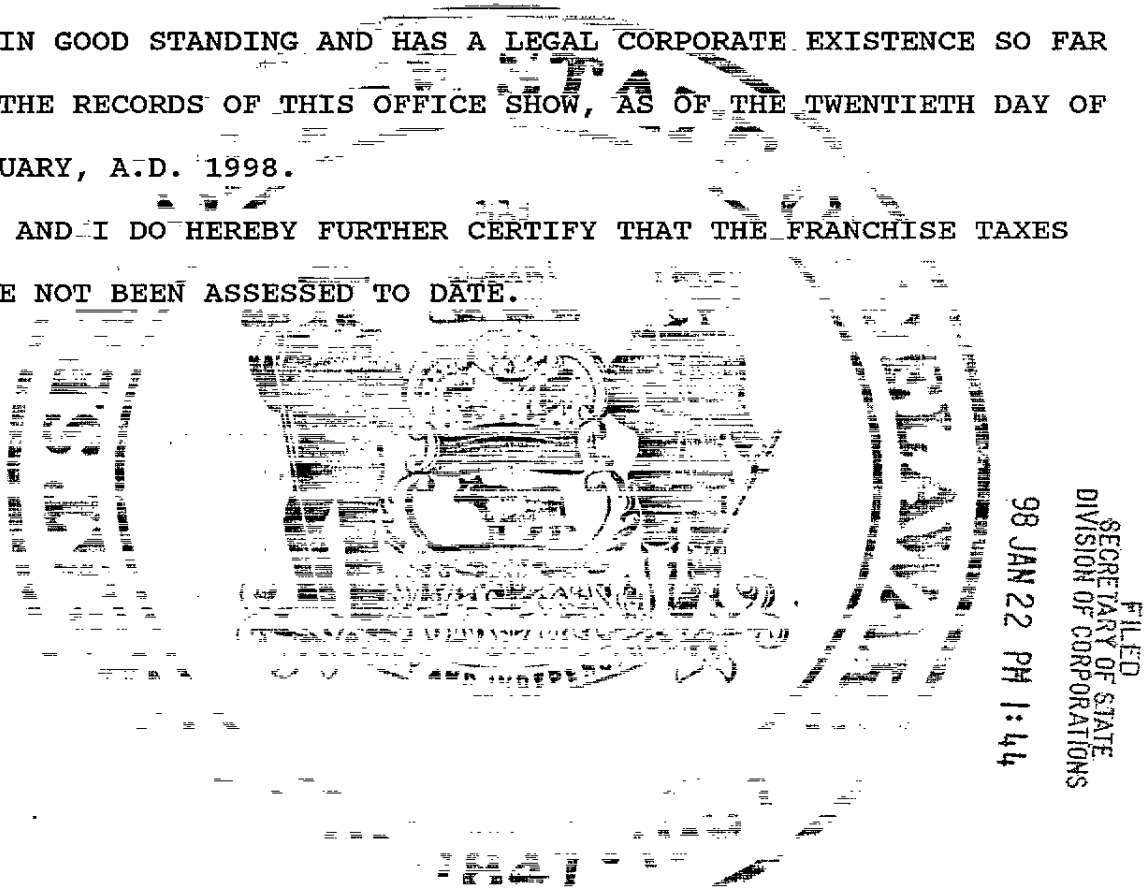
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State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "AMA FLORIDA LAND VENTURES I, 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 TWENTIETH 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, Secretary of State

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AUTHENTICATION:

8874126

DATE:

01-20-98