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January 26, 1998

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

RE: INTERNATIONAL PROPERTY INVESTMENTS, INC.

Dear Sir/Madam:

Enclosed are documents for registration of the above-referenced corporation as a foreign profit corporation in the state of Florida.

When processing is completed, please send a letter of acknowledgment. I would greatly appreciate your efforts to process this application as soon as possible. For your convenience, I have enclosed a pre-paid Federal Express return air pouch.

Thanks so much for your assistance in this matter.

Sincerely,



**Douglas P. Schroeder
International Property Investments, Inc.**

FILED
98 JAN 29 PM 5:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: INTERNATIONAL PROPERTY INVESTMENTS, INC.
(Name of corporation - must include suffix)

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:

DOUGLAS P. SCHROEDER
(Name of Person)

INTERNATIONAL PROPERTY INVESTMENTS, INC.
(Firm/Company)

223 TAUBMAN DRIVE
(Address)

NAPLES, FL 34108
(City/State/Zip)

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

DOUG SCHROEDER at (941) 592-0796
(Name of Person) (Area Code & Daytime Telephone Number)

98 JAN 29 PM 5:10
SECRETARY OF JUDICIAL
TALLAHASSEE, FLORIDA
FILED

COURIER ADDRESS:

Qualification/Tax Lien Section
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

**RESOLUTION OF THE BOARD OF DIRECTORS
OF
INTERNATIONAL PROPERTY INVESTMENTS, INC.**

I, the undersigned, do hereby certify that this resolution of the board of directors of International Property Investments, Inc., organized and existing under the laws of the state of Delaware, was duly adopted on January 28, 1998, resolved that International Property Investments, Inc. hereby adopts the name International Property Investments of Naples, Inc. for use in Florida.


Douglas P. Schroeder, Director

Dated: 1/29/98

FILED
98 JAN 29 PM 5:10
SECRETARY L. J. JONES
TALLAHASSEE, FLORIDA

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. INTERNATIONAL PROPERTY INVESTMENTS, 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. 65-0587905 (FEI number, if applicable)

4. 6/8/95 (Date of incorporation) 5. PERPETUAL (Duration: Year corp. will cease to exist or "perpetual")

6. 2/1/98 (Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 823 TANBARK DR. #201 NAPLES, FL 34108 (Current mailing address)

8. REAL ESTATE BROKERAGE (Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable) Name: DOUGLAS P. SCHROEDER Office Address: 823 TANBARK DR. #201 NAPLES, FL, Florida, 34108 (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.

[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.

FILED 98 JAN 29 PM 5:10 SECRETARY OF STATE TALLAHASSEE FLORIDA

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: DOUGLAS P. SCHROEDER

Address: 823 TANBARK DRIVE
NAPLES, FL 34108

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: DOUGLAS P. SCHROEDER

Address: 823 TANBARK DRIVE
NAPLES, FL 34108

Vice President: _____

Address: _____

Secretary: "ABOVE"

Address: _____

Treasurer: "ABOVE"

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. DOUGLAS P. SCHROEDER, CHAIRMAN

(Typed or printed name and capacity of person signing application)

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98 JAN 29 AM 5:10
SECRETARY'S OFFICE
TALLAHASSEE, FLORIDA

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 "INTERNATIONAL PROPERTY INVESTMENTS, 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 TWENTY-THIRD DAY OF JANUARY, A.D. 1998.

FILED
98 JAN 29 PM 5:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION:

8880513

DATE:

01-23-98