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TRANSMITTAL LETTER

TO: QUALIFICATION/TAX LIEN SECTION
DIVISION OF CORPORATIONS

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-02/05/98--01096--002
*****70.00 *****70.00

SUBJECT: Capital Properties & 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:

Lucille J. Rose
(Name of Person)
The Company Corporation
(Firm/Company)
1313 North Market St.
(Address)
Wilmington, DE 19801
(City, State and Zip Code)

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TALLAHASSEE, FLORIDA

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

Lucille J. Rose at (302) 575 - 0440
(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 Sec.
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACTION BUSINESS IN THE
STATE OF FLORIDA:

1. Capital Properties 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 3. _____
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 1-5-98 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. 1-10-98
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.)

7. 503 Green Spring Circle
Winter Springs, FL 32708
(Current mailing address)

8. Real estate investing
(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: Larry Wolfe
Office Address: 200-A John Knox Road
Tallahassee, Florida, 32303-6643
(Zip Code)

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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.*

SEE ATTACHED
(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:

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Karen Hardy-Woods

Address: 503 Green Spring Circle
Winter Springs, FL 32708

Director: Donald Campbell

Address: Same as above

B. OFFICERS

President: Karen Hardy-Woods

Address: Same as above

Vice President: Donald Campbell

Address: Same as above

Secretary: Karen Hardy-Woods

Address: Same as above

Treasurer: Donald Campbell

Address: Same as above

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

13. Karen Hardy-Woods
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Karen Hardy-Woods, President
(Typed or printed name and capacity of person signing application)

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON PROCESS MAY BE SERVED.

In compliance with Section 607.1503, Florida Statutes, the following is submitted:

First, this Capital Properties & Investments, Inc. organized under the laws of the state of Delaware with its principal place of business to be located in the city of Winter Springs, State of Florida, has named Larry Wolfe located at 200 - A John Knox Road, Tallahassee FL 32303-6643 as its agent for service of process within Florida.

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby agree to act in this capacity and further agree to comply with the provision of all statutes relative to the proper and complete performance of my duties.



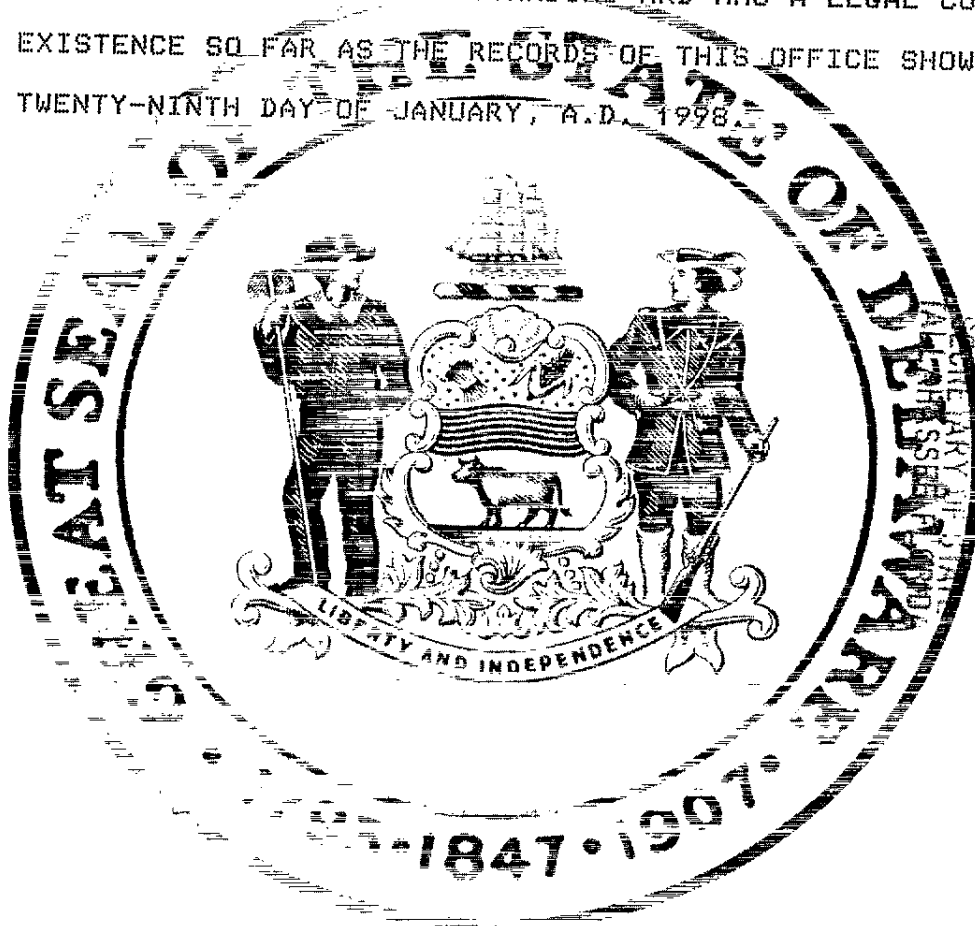
Larry Wolfe

January 29, 1998
Date

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TALLAHASSEE, FLORIDA
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Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CAPITAL PROPERTIES & 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-NINTH DAY OF JANUARY, A.D. 1998.



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Edward J. Freel, Secretary of State



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AUTHENTICATION:

8891986

DATE:

01-29-98