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ATTORNEYS AT LAW

900 EAST INDIANTOWN ROAD, SUITE 301

JUPITER, FLORIDA 33477

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(561) 748-6200

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F98000000902

TRANSMITTAL LETTER

Qualifications/Tax Lien Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

600002415736--8
-01/29/98--01033--014
*******78.75 *****78.75**

SUBJECT: MARBLE ARCH ESTATES, INC.

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check for \$78.75 are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

David F. Taylor
Taylor & Shilling, P.A.
900 East Indiantown Road, Suite 301
Jupiter, FL 33477

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

David F. Taylor at (561) 748-6200

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DIVISION OF CORPORATIONS
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FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

February 2, 1998

DAVID F. TAYLOR
TAYLOR & SHILLING, P.A.
900 E. INDIANTOWN RD, SUITE 301
JUPITER, FL 33477

SUBJECT: MARBLE ARCH ESTATES, INC.
Ref. Number: W98000002267

We have received your document for MARBLE ARCH ESTATES, INC. and your check(s) totaling \$78.75. However, the document has not been filed and is being retained in this office for the following:

I am returning the certified copy of the certificate of incorporation as this office requires a foreign corporation to submit an original "certificate of existence" issued by the Delaware Secretary of State dated within the last 90 days. Please contact the Delaware Secretary of State at (302) 739-3073 to request such certificate.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6092.

Hart Collins
Senior Corporate Section Administrator

Letter Number: 598A00005661

TAYLOR & SHILLING, P.A.

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JUPITER, FLORIDA 33477

DAVID F. TAYLOR
SUSAN L. SHILLING

(561) 748-6200
FAX (561) 744-1182

VIA FEDERAL EXPRESS

February 12, 1998

Department of State
Qualification/Tax Lien Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 33477

Re: MARBLE ARCH ESTATES, INC.

To whom it may concern:

Enclosed please find a certified copy of good standing/active status for the above Delaware corporation and a copy of your correspondence dated February 2, 1998. You should have on file the Application by Foreign Corporation for Authorization to Transact Business in Florida for the subject corporation, along with a check to cover the cost of filing and certificate of status. Please forward to my office the certificate of status **VIA FEDERAL EXPRESS** using the following account number: **2156-8079-7** and please send it **Priority Overnight**.

Thank you in advance for your prompt attention to this matter.

Sincerely,


David F. Taylor
For the Firm

enclosures

cc: Jof White

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. MARBLE ARCH ESTATES, 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. N/A

(FEI number, if applicable)

4. January 21, 1998

(Date of Incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. Upon receipt of Certificate of Authority.

(Date first transacted business in Florida. (See Sections 607.1501, 607.1502, and 817.155, F.S.))

7. 4300 U.S. Highway One, Suite 203-105

Jupiter, FL 33477

(Current Mailing Address)

8. The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

(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: (P.O. Box or Mail Drop Box **NOT** acceptable)

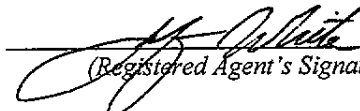
Name: Jof White

Address: 136 Rotunda Drive

Jupiter, FL 33477

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.


(Registered Agent's Signature)

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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:

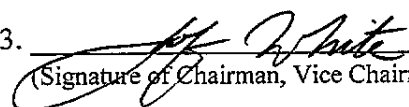
A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: Jof White
Address: 136 Rotunda Drive
Jupiter, FL 33477

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

President: Jof White
Address: 136 Rotunda Drive
Jupiter, FL 33477

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

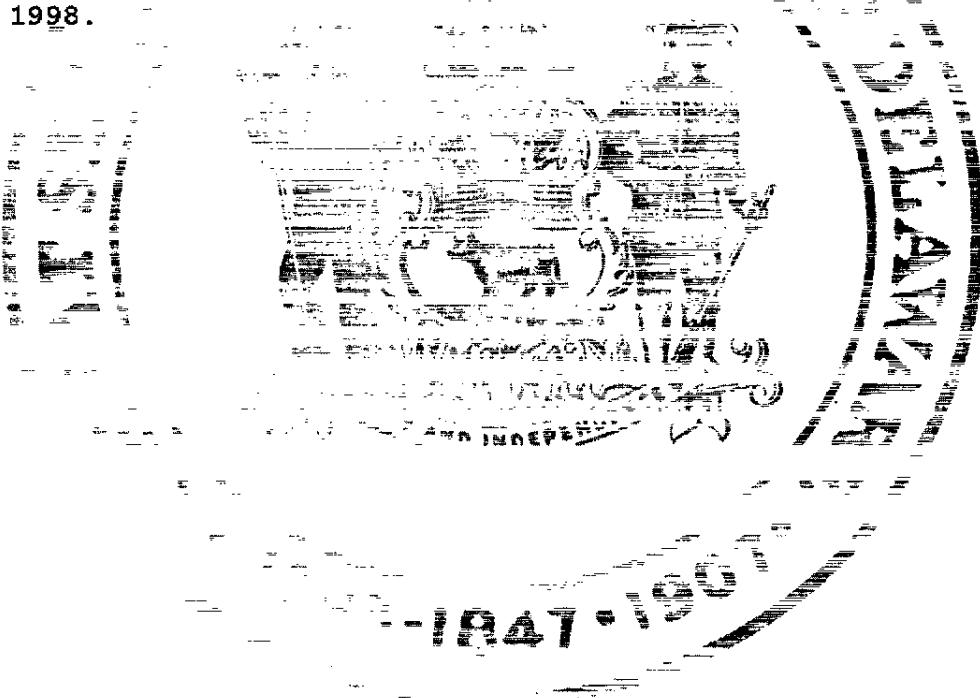
13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Jof White, President
(Typed or printed name and capacity of person signing application)

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 "MARBLE ARCH ESTATES, 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 ELEVENTH DAY OF FEBRUARY, A.D. 1998.



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB 16 PM 12:17



Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION:

2849074 8300

DATE: 8916483

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02-11-98