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TO: DIVISION OF CORPORATIONS

FAX #: (850) 922-4000

FROM: HARLLEE, PORGES, HAMLIN, KNOWLES, BALD & PRO
CONTACT: TOM PUTNAM
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NAME: REGENCY INVESTMENT ASSOCIATES, INC.

AUDIT NUMBER.....H98000004460

DOC TYPE.....FOREIGN PROFIT QUALIFICATION

CERT. OF STATUS..0

PAGES..... 4

CERT. COPIES.....0

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TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: REGENCY INVESTMENT ASSOCIATES, 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:

Curtis D. Hamlin, Esq.

(Name of Person)

Harilee, Porges, Hamlin, Knowles, Bald & Prouty, PA

(Firm/Company)

1205 Manatee Avenue West

(Address)

Bradenton, Florida 34205

(City/State/Zip)

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

Curtis D. Hamlin, Esq.

(Name of Person)

at (941) 748 - 3770

(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 Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Prepared By: Curtis D. Hamlin, Esq. (FL Bar#0237922)
Harilee, Porges, Hamlin, Knowles, Bald & Prouty, PA
1205 Manatee Avenue West
Bradenton, FL 34205
(941)748-3880

FAX AUDIT NO.: H98000004460

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. REGENCY INVESTMENT ASSOCIATES, 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. NORTH CAROLINA
(State or country under the law of which it is incorporated)
3. 56-1913780
(FEI number, if applicable)
4. December 5, 1994
(Date of Incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. March 1998
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
7. 2700 Wycliff Road
Raleigh, North Carolina 27607
(Current mailing address)
8. Real Estate Development
(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: Steven W. Prouty, P.A.
Harilee, Porges, Hamlin, Knowles,
Bald & Prouty, P.A.
Office Address: 1205 Manatee Avenue West
Bradenton, Florida, 34205
(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.


(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.

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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: _____

Address: _____

Vice Chairman: _____

Address: _____

Sole Director: Gordon L. BlackwellAddress: 2700 Wycliff Road, Suite 312Raleigh, NC 27607


Director: _____

Address: _____

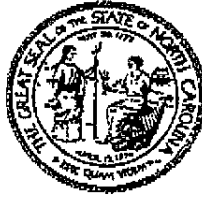
B. OFFICERS (Street address only- P. O. Box NOT acceptable)President: Gordon L. Blackwell, Regency Investment Associates, Inc.Address: 2700 Wycliff Road, Ste. 312Raleigh, NC 27607Vice President: Claude F. Hicks, Regency Investment Associates, Inc.Address: 2700 Wycliff Road, Ste. 312Raleigh, NC 27607Secretary: Joan E. Pillow, Regency Investment Associates, Inc.Address: 2700 Wycliff Road, Ste. 312Raleigh, NC 27607

Treasurer: _____

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. Claude F. Hicks, Vice President
(Typed or printed name and capacity of person signing application)

STATE OF NORTH CAROLINA



Department of The
Secretary of State

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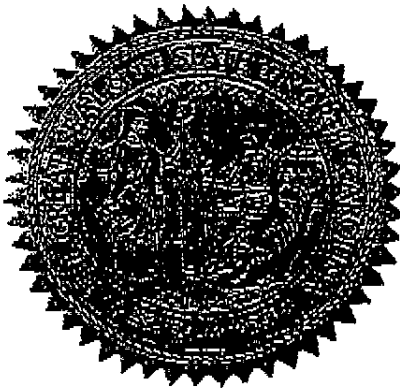
CERTIFICATE OF EXISTENCE

I, **ELAINE F. MARSHALL**, Secretary of State of the State of North Carolina, do hereby certify that

REGENCY INVESTMENT ASSOCIATES, INC.

is a corporation duly incorporated under the laws of the State of North Carolina, having been incorporated on the 5th day of December, 1994, with its period of duration being perpetual.

I **FURTHER** certify that the said corporation's articles of incorporation are not suspended for failure to comply with the Revenue Act of the State of North Carolina; that the said corporation is not administratively dissolved for failure to comply with the provisions of the North Carolina Business Corporation Act; that its most recent annual report required by G.S. 55-16-22 has been delivered to the Secretary of State; and that the said corporation has not filed articles of dissolution as of the date of this certificate.



IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at the City of Raleigh, this 23rd day of February, 1998.

CERTIFIED TO BE A TRUE AND CORRECT COPY

James A. Brax DATE 3/5/98
Re: Regency Investment Associates, Inc.
Elaine F. Marshall

Secretary of State

000066970

No. 0981 P. 5/5

98 MAR -6 9:32AM HARLEE PORGES FAX AUDIT NO. H98000004460