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TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: MACKY BLUFFS DEVELOPMENT CORPORATION
(Name of corporation - must include suffix)

Dear Sir or Madam:

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-03/09/98--01031--001
*****78.75 *****78.75

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:

RICHARD E. ZULKEY

(Name of Person)

RICHARD E. ZULKEY & ASSOCIATES, CHARTERED

(Firm/Company)

79 W. MONROE STREET, SUITE 1305

(Address)

CHICAGO, IL. 60603

(City/State/Zip)

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DIVISION OF CORPORATIONS

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

RICHARD E. ZULKEY

(312) 372-5541

MATTHEW STEVENS

at (773) 728-4777

(Name of Person)

(Area Code & Daytime Telephone Number)

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

M. STEVENS ASSOCIATES, INC.

DEVELOPERS - GENERAL CONTRACTORS

4878 NORTH MAGNOLIA AVENUE

CHICAGO, ILLINOIS 60640

TELEPHONE (312) 728-4777

March 5, 1998

Florida Department of State
Qualification/Tax Lein Section
Division of Corporations
409 E. Gaines St.
Tallahassee, Fl. 32399

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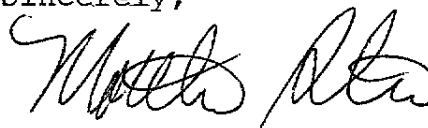
RE: Foreign Profit Corporation
Registration

Dear Sir or Madam:

Enclosed is the Application by Foreign Corporation for authorization to transact business in Florida and a check for \$78.75 to cover the cost of registration and for a Certificate of Status.

Thank you for your help in this matter.

Sincerely,



Matthew Stevens

**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. MACKY BLUFFS DEVELOPMENT CORPORATION

(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. STATE OF ILLINOIS

(State or country under the law of which it is incorporated)

3. _____

(FEI number, if applicable)

4. 2-10-98

(Date of incorporation)

5. PERPETUAL

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

6. NO BUSINESS TRANSACTED AS OF THIS DATE

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

7. 4878 N. MAGNOLIA

CHICAGO, IL. 60640

(Current mailing address)

TO BUY, SELL, LEASE, MORTGAGE, DEVELOP, MANAGE, OR OTHERWISE DEAL IN
REAL ESTATE IN ANY LOCATION OR JURISDICTION; TO DO ALL THINGS PERMITTED

8. AND AUTHORIZED BY THE BUSINESS CORPORATION ACT OF ILLINOIS

(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: MARGARET R. BAROCO

Office Address: 30 MARSHAL LANE

PENSACOLA

, Florida, 32505

(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.

Margaret R. Baroco
(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: THOMAS J. STEVENS

Address: 4878 N. MAGNOLIA
CHICAGO, IL. 60640

Vice Chairman: MATTHEW S. STEVENS

Address: 4878 N. MAGNOLIA
CHICAGO, IL. 60640

Director: KENNETH R. STEVENS

Address: 4878 N. MAGNOLIA
CHICAGO, IL. 60640

Director: EDNA M. HOWARD

Address: 4878 N. MAGNOLIA
CHICAGO, IL. 60640

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

President: THOMAS J. STEVENS

Address: 4878 N. MAGNOLIA
CHICAGO, IL. 60640

Vice President: MATTHEW S. STEVENS

Address: 4878 N. MAGNOLIA
CHICAGO, IL. 60640

Secretary: EDNA M. HOWARD


Address: 4878 N. MAGNOLIA
CHICAGO, IL. 60640

Treasurer: EDNA M. HOWARD

Address: 4878 N. MAGNOLIA
CHICAGO, IL. 60640

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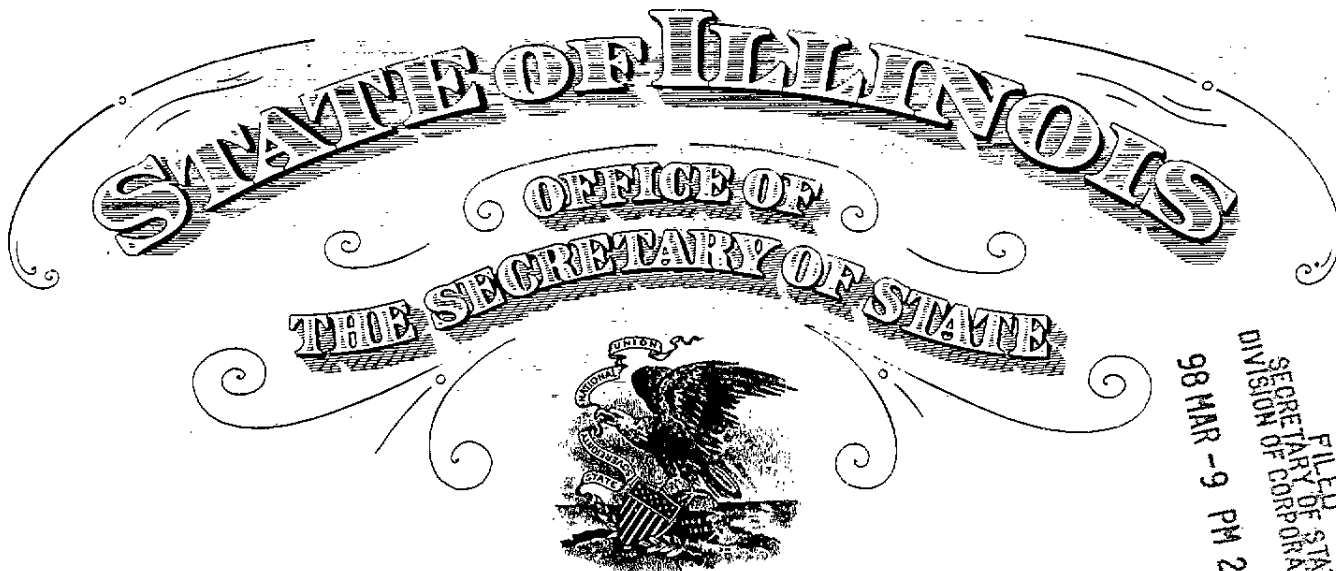
NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

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

14. MATTHEW S. STEVENS VICE CHAIRMAN

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

File Number 5980-100-7



To all to whom these Presents Shall Come, Greeting:

I, George H. Ryan, Secretary of State of the State of Illinois,
do hereby certify that MACKY BLUFFS DEVELOPMENT CORPORATION, A
DOMESTIC CORPORATION, INCORPORATED UNDER THE LAWS OF THIS STATE
FEBRUARY 10, 1998, APPEARS TO HAVE COMPLIED WITH ALL THE PROVISIONS
OF THE BUSINESS CORPORATION ACT OF THIS STATE RELATING TO THE
FILING OF ANNUAL REPORTS AND PAYMENT OF FRANCHISE TAXES, AND AS OF
THIS DATE, IS IN GOOD STANDING AS A DOMESTIC CORPORATION IN THE
STATE OF ILLINOIS*****



In Testimony Whereof, I hereto set
my hand and cause to be affixed the Great Seal of
the State of Illinois this 19TH
day of FEBRUARY A.D., 19 98

George H Ryan

SECRETARY OF STATE