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TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: James Development Firm - Florida, 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:

John J. Babcock, Esq.

(Name of Person)

Rinke-Noonan

(Firm/Company)

P.O. Box 1497

(Address)

St. Cloud, MN 56302

(City/State/Zip)

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

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*****70.00 *****70.00

Ralph Schmitz

(Name of Person)

John J. Babcock, Esq.

at (320) 252-2528 or

(Area Code & Daytime Telephone Number)

(320) 251-6700

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

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

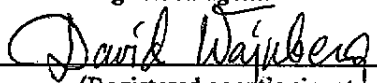
*IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.*

1. James Development Firm - Florida, 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. Minnesota
(State or country under the law of which it is incorporated)
3. 41-1900803
(FEI number, if applicable)
4. 02-13-98
(Date of incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. Estimated to be approximately June 1, 1998.
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 1257 Second Street North, Suite 201
Sauk Rapids, MN 56379
(Current mailing address)
8. Real Estate Development
(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: DAVID WAJNBERG
Office Address: 12425 LAKE RIDGE CIRCLE,
CLERMONT, Florida, 34711
(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.


(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: (Street address **ONLY** - P.O. Box **NOT** acceptable)

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

Chairman: Ralph Schmitz
& Director
Address: 1257 Second Street North, Suite 201
Sauk Rapids, MN 56379

Vice Chairman: N/A

Address: _____

Director: N/A

Address: _____

Director: N/A

Address: _____

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

President: Ralph Schmitz

Address: 1257 Second Street North, Suite 201

Sauk Rapids, MN 56379

Vice President: N/A

Address: _____

Secretary: Ralph Schmitz

Address: 1257 Second Street North, Suite 201


Sauk Rapids, MN 56379

Treasurer: Ralph Schmitz

Address: 1257 Second Street North, Suite 201

Sauk Rapids, MN 56379

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. Ralph Schmitz, President
(Typed or printed name and capacity of person signing application)

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State of Minnesota

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Certificate of Good Standing

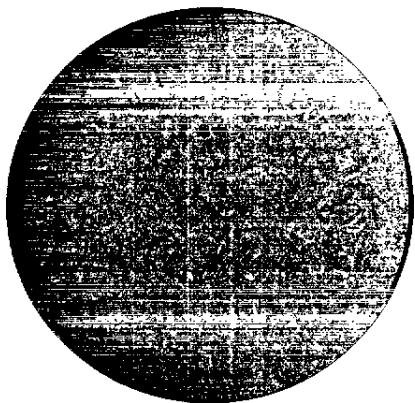
I, Joan Anderson Grove, Secretary of State of Minnesota, do certify that: The corporation listed below is a corporation formed under the laws of Minnesota; that the corporation was formed by the filing of Articles of Incorporation with the Office of the Secretary of State on the date listed below; that the corporation is governed by the chapter of Minnesota Statutes listed below; and that this corporation is authorized to do business as a corporation at the time this certificate is issued.

Name: James Development Firm - Florida, Inc.

Date Formed: 02/13/1998

Chapter Governed By: 302A

This certificate has been issued on 03/03/98.



Joan Anderson Grove
Secretary of State.