

F98000001925

TRANSMITTED LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: T & F Developments, Inc.
(Name of corporation - must include suffix)

000002478040--5
-04/03/98--01054--003
*****70.00 *****70.00

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:

Susan J. Kyle, Legal Assistant
(Name of Person)

Locke Purnell Rain Harrell
(Firm/Company)

100 Congress Avenue, Suite 300
(Address)

Austin, Texas 78701
(City/State/Zip)

FILED
98 APR -3 PM 12:44
TALLAHASSEE, FLORIDA

524/3

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

Susan J. Kyle, Legal Assistant
(Name of Person)

at (512) 305-4735
(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

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:

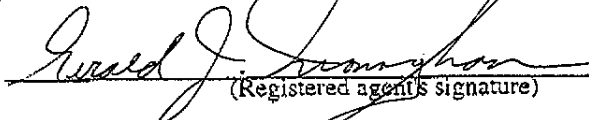
1. T & F Developments, Inc.
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. Texas
(State or country under the law of which it is incorporated)
3. 74-2873047
(FEI number, if applicable)
4. January 22, 1998
(Date of incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. N/A
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
7. 6615 N. Scottsdale Road
Scottsdale, Arizona 85250
(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: Gerald J. Monaghan

Office Address: 7226 O'Daniel Loop West
Lakeland, Florida, 33809
(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.

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: N/A

Address: N/A

Vice Chairman: N/A

Address: N/A

Director: James G. Monaghan

Address: 6615 N. Scottsdale Road

Scottsdale, Arizona 85250

Director: _____

Address: _____

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

President: James G. Monaghan

Address: 6615 N. Scottsdale Road

Scottsdale, Arizona 85250

Vice President: Michael J. Monaghan

Address: 444 Broadway, Suite 202

Saratoga Springs, New York 12866

Secretary: James G. Monaghan

Address: 6615 N. Scottsdale Road


Scottsdale, Arizona 85250

Treasurer: Michael J. Monaghan

Address: 444 Broadway, Suite 202

Saratoga Springs, New York 12866

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. Michael J. Monaghan, Vice President
(Typed or printed name and capacity of person signing application)

FILED
98 APR -3 PM 12:44
RECEIVED
TALLAHASSEE, FLORIDA



The State of Texas

SECRETARY OF STATE

IT IS HEREBY CERTIFIED that
Articles of Incorporation of

T & F DEVELOPMENTS, INC.
File No. 1475937-0

FILED
98 APR -3 PM 12:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

were filed in this office and a certificate of incorporation was issued to this corporation,
and no certificate of dissolution is in effect and the corporation is currently in existence.



*IN TESTIMONY WHEREOF, I have hereunto
signed my name officially and caused to be
impressed hereon the Seal of State at my office in
the City of Austin, on March 30, 1998.*

Alberto R. Gonzales
Secretary of State

DEE