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4/10/98

FLORIDA DIVISION OF CORPORATIONS
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TALLAHASSEE FLORIDA

FAX #: (850) 922-4000

TO: DIVISION OF CORPORATIONS

FROM: KIRK PINKERTON, A PROFESSIONAL ASSOCIATION

ACCT#: 071670002600

CONTACT: JUDY ROSENFELD
PHONE: (941) 364-2409

FAX #: (941) 364-2490

NAME: PARK AVENUE GROUP, INC.

AUDIT NUMBER.....H98000006883

DOC TYPE.....FOREIGN PROFIT QUALIFICATION

CERT. OF STATUS..0 PAGES..... 3

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KIRK PINKERTON

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(904)922-3709

04/10/98 10:41 Florida Department p1 /1



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 10, 1998

KIRK PINKERTON, P.A.

SUBJECT: PARK AVENUE GROUP, INC.
REF: W98000008077

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Attached.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

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) 487-6958.

Lee Rivers
Document Specialist

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04/16/98 THU 09:00 FAX

APR-16-98 THU 8:40

FISHER DEV CO

KIRK PINKERTON

FAX NO. 7173957930

P. 02

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**PARK AVENUE GROUP, INC.
UNANIMOUS CONSENT IN LIEU OF
SPECIAL MEETING OF THE BOARD OF DIRECTORS**

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TALLAHASSEE FLORIDA

THE UNDERSIGNED, being all of the Directors of PARK AVENUE GROUP, INC.,
a Delaware business corporation (the "Corporation"), do hereby consent to and adopt the following
Resolution pursuant to Section 141(f) of the General Corporation Law of the State of Delaware:

RESOLVED, that Park Avenue Group, Inc. wishes to qualify to do business in the State
of Florida;

RESOLVED, that the corporate name "Park Avenue Group, Inc." is not available to do
business under in the State of Florida;

RESOLVED, that the Corporation hereby adopts the alternate name "PA Group, Inc." for
use in the State of Florida;

NOW, THEREFORE,

FURTHER RESOLVED, that the President of the Corporation be and is hereby authorized
and directed to execute on behalf of the Corporation such additional documents as may be required
to carry out the intention of the above Resolution for the Corporation and that the Secretary be
and is hereby authorized to attest such signature on behalf of the Corporation and such officers
are hereby authorized and directed to execute such other documents and certificates as may be
proper and necessary for the completion of the transaction contemplated by this Resolution.

FISHER DEV CO

KIRK PINKERTON
FAX NO. 7173997930

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IN WITNESS WHEREOF, the Board of Directors of the Corporation have set their hands and seals this 13th day of April, 1998.

DIRECTORS

J. Herbert Fisher, Jr.
J. Herbert Fisher, Jr.

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TALLAHASSEE FLORIDA

04/16/98 THU 09:00 FAX

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KIRK PINKERTON

FAX NO. 7173997930

KIRK PINKERTON

P. 02

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FAX AUDIT #H98-6883

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

**IN COMPLIANCE WITH SECTION 607.1501, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE
STATE OF FLORIDA:**

1. PARK AVENUE GROUP, 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 of parent.)

2. DELAWARE

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

3. 23-2957607

(FBI number, if applicable)

4. 4/3/98

(Date of incorporation)

5. PERPETUAL

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

6. 4/10/98

(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.133, F.S.))

7. 1869 CHARTER LANE, P.O. BOX 10637, LANCASTER, PA 17605-0637

(Current mailing address)

8. OWNING, OPERATING, MANAGING, AND LEASING APARTMENT COMPLEX

(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: PHILLIP A. WOLFF, ESQUIRE

Office Address: 720 SOUTH ORANGE AVENUE

SARASOTA

Florida, 34236

(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.

Prepared by: Timothy S. Shaw, Esq.

Kirk Pinkerton
720 S. Orange Ave.
Sarasota, FL 34236
(941) 364-2400
Atty. Bar #331661

FAX AUDIT #H98-6883

04/16/98 THU 09:00 FAX
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KIRK PINKERTON
FAX NO. 713897930
KIRK PINKERTON

P.03
0003

FAX AUDIT #H98-6883

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: _____

Director: J. H. FISHER, JR.

Address: 1869 CHARTER LANE

LANCASTER, PA 17601

Director: _____

Address: _____

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

President: J. H. FISHER, JR.

Address: 1869 CHARTER LANE

LANCASTER, PA 17601

Vice President: _____

Address: _____

Secretary: DOUGLAS D. GOSS

Address: 1869 CHARTER LANE

LANCASTER, PA 17601

Treasurer: DENNIS W. JORDAN

Address: 1869 CHARTER LANE, LANCASTER, PA 17601

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. J. H. FISHER, JR., PRESIDENT
(Typed or printed name and capacity of person signing application)

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KIRK PINKERTON

APR 09 '98

15:00 No.027 P.02

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FAX AUDIT #H98-6883

State of Delaware

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Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PARK AVENUE GROUP, 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 NINTH DAY OF APRIL, A.D. 1998.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

FILED
98 APR 16 PM 1:26
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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9020988

04-09-98

Edward J. Freel
Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE:

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