

F980000002373

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: ERA Commander Realty, Inc. (Incorporated in Alabama as
(Name of corporation - must include suffix) Commander Realty, Inc.

Dear Sir or Madam:

400002492544--4
-04/17/98--01089--002
*****70.00 *****70.00

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:

William R. Mitchell
(Name of Person)
Moore, Hill, Westmoreland, Hook & Bolton, P.A.
(Firm/Company)
Post Office Box 1792
(Address)
Pensacola, FL 32598-1792
(City/State/Zip)

W98-8708

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

William R. Mitchell at (850) 434-3541
(Name of Person) (Area Code & Daytime Telephone Number)

SECRETARY OF STATE
TALLAHASSEE FLORIDA

98 APR 27 AM 10:03

FILED
4/27

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



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

April 20, 1998

WILLIAM R. MITCHELL
MOORE, HILL, WESTMORELAND, HOOK AND BOLT
PO BOX 1792
PENSACOLA, FL 32598-1792

SUBJECT: COMMANDER REALTY, INC.
Ref. Number: W98000008708

We have received your document for COMMANDER REALTY, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name listed in number one of the application must be identical to the name listed in the certificate of existence.

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.

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

Letter Number: 098A00020979

MOORE, HILL, WESTMORELAND, HOOK & BOLTON, P. A.

ATTORNEYS AT LAW

NINTH FLOOR

SUNTRUST TOWER

220 W. GARDEN STREET

PENSACOLA, FLORIDA 32501

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POST OFFICE BOX 1792

PENSACOLA, FLORIDA 32598-1792

FAX (850) 435-7899

INTERNET

<http://www.mhwhb-law.com>

H. EDWARD MOORE, JR. *
J. LOFTON WESTMORELAND
LARRY HILL *
MICHAEL D. HOOK *
STEPHEN F. BOLTON *
YANCEY F. LANGSTON
WILLIAM R. MITCHELL
BRIAN H. KIRKLAND
CHARLES F. BEALL, JR. **
JAMES A. MCGHEE **
NATALIE D. WILHELM

April 24, 1998

*BOARD CERTIFIED CIVIL TRIAL LAWYER
**ALSO ADMITTED IN ALABAMA

Lee Rivers
Document Specialist
Division of Corporations
Florida Department of State
Post Office Box 6327
Tallahassee, FL 32314

Re: Subject: Commander Realty, Inc.
Ref. No: W98000008708

Dear Ms. Rivers:

Enclosed is the original application by foreign corporation for authorization to transact business in Florida previously submitted to the Department, together with a directors' action by written consent in lieu of meeting.

We checked prior to submitting the application by foreign corporation for authorization to transact business in Florida and determined that the name "Commander Realty, Inc." was not available for use in Florida. Accordingly my clients determined to make use of the provisions of section 607.1503(1)(a), Florida Statutes, and adopt the name "ERA Commander Realty, Inc." for use in the State of Florida. This should satisfactorily differentiate my client from the existing Commander Realty, Inc., since there is in existence in Florida a corporation known as "Centry 21 Commander Realty, Inc."

The enclosed directors' action by written consent in lieu of meeting has been signed by the directors of Commander Realty, Inc. and by Robert S. Malone, the president of the corporation, has reflected on the application by foreign corporation for authorization to transact business. Since the name adopted by the corporation was approved by the both the directors and the president of the corporation and it includes the suffix "Inc." it appears that everything is in order.

We request that you process our completed application and qualify the Alabama corporation Commander Realty, Inc. to do business in the State of Florida as ERA Commander Realty, Inc.

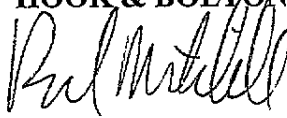
Lee Rivers
Division of Corporations
Florida Department of State
RE: Ref. No. W98000008708
April 24, 1998
Page 2

I presume that you retained our firm's check in the amount of \$70.00 and the original State of Alabama Department of Revenue certificate of good standing which was transmitted to you in our initial submission.

Thank you for your cooperation in this matter.

Very truly yours,

**MOORE, HILL, WESTMORELAND,
HOOK & BOLTON, P.A.**

A handwritten signature in cursive script, appearing to read "William R. Mitchell".

William R. Mitchell

WRM:mm
Enclosures


DIRECTORS' ACTION BY WRITTEN CONSENT IN LIEU OF MEETING

March 16th, 1998.

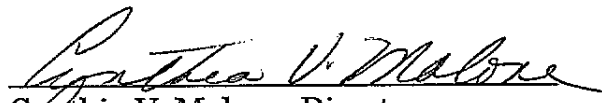
PURSUANT to the authority contained in Section 10-2A-626 of the Alabama Code and Section 607.0821 of the Florida Statutes, the undersigned, being all the directors of Commander Realty, Inc., an Alabama corporation, do hereby take and adopt the following action in writing, without meeting:

COMPANY NAME FOR FLORIDA

RESOLVED, That the Corporation shall make use in Florida of the name "ERA Commander Realty, Inc." for the purposes of obtaining a certificate of authority to qualify the Corporation to transact business in the state of Florida and to avoid confusion with other entities which have previously filed with the Florida Division of Corporations for names which are similar to the name of this Corporation. The president of the Corporation, Robert S. Malone, is authorized to execute any documents deemed necessary or appropriate by the president in order fully to effectuate this resolution and to qualify Commander Realty, Inc., an Alabama corporation, to transact business in the state of Florida.


Robert S. Malone, Director


Frank E. Malone, Director


Cynthia V. Malone, Director

FILED
APR 27 AM 10:00
SECRETARY OF STATE
ALABAMA

**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. Commander Realty, 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. Alabama 3. 103-0524085
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. June 24, 1967 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. No business has yet been transacted in Florida
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 832 Gulf Shores Parkway, Gulf Shores, Alabama 36547
P.O. Drawer 979, Gulf Shores, Alabama 36547
(Current mailing address)
8. All lawful acts, including sales, rental and management of real estate
(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: William R. Mitchell, Esq.
Office Address: 220 W. Garden St., SunTrust Tower, 9th Fl.
Pensacola, Florida, 32501
(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.
William R Mitchell
(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.

FILED
98 APR 27 AM 10:04
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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: Robert S. Malone

Address: 520 W. Canal Dr. (Mail P.O. Box 954) Gulf Shores, AL 36547

Vice Chairman: Frank E. Malone

Address: 232 West Third, (P.O. Box 954) Gulf Shores, AL 36547

Director: Cynthia V. Malone

Address: 520 West Canal Dr. (Mail P.O. Box 954) Gulf Shores, AL 36547

Director: _____

Address: _____

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

President: Robert S. Malone

Address: 520 West Canal Dr. (Mail P.O. Box 954) Gulf Shores, AL 36547

Vice President: Frank E. Malone

Address: 232 West Third (P.O. Box 954) Gulf Shores, AL 36547

Secretary: Cynthia V. Malone

Address: 520 West Canal Dr. (Mail P.O. Box 954) Gulf Shores, AL 36547

Treasurer: Cynthia V. Malone

Address: 520 West Canal Dr., (Mail P.O. Box 954) Gulf Shores, AL 36547

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

13. Robert S. Malone

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

14. Robert Malone, Director and President of Commander Realty, Inc.

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

FILED
98 APR 27 AM 10:04
SECRETARY OF STATE
TALLAHASSEE FLORIDA



NO. D 09420

State of Alabama Department of Revenue

Certificate of Good Standing Domestic Corporation

98 APR 27 AM 10:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, Cynthia Underwood, Chief of the Individual and Corporate Tax Division of the Alabama Department of Revenue, hereby certify that the records of said Alabama Department of Revenue show that COMMANDER REALTY INC, a domestic corporation, incorporated in Baldwin County on June 24, 1967 has to date made all returns and paid all domestic corporation franchise tax and permit fee due as required by Section(s) 40-14-22 and 40-14-40 Code of Alabama 1975, and is in good standing as a domestic corporation.

IN WITNESS WHEREOF, I hereunto set my hand this
date of February 17, 1998

Cynthia Underwood
Chief, Individual and Corporate Tax Division

ATTEST:

[Signature]
Secretary