



THE UNITED STATES
CORPORATION
COMPANY

F98000002845

ACCOUNT NO. : 072100000032

REFERENCE : 822219 82576A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : May 18, 1998

ORDER TIME : 11:48 AM

ORDER NO. : 822219-015

CUSTOMER NO: 82576A

CUSTOMER: John B. Ritch, Esq
Overstreet Miles Ritch &
100 Church Street

Kissimmee, FL 34741

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-05/19/98-01064-032
*****70.00 *****70.00

FOREIGN FILINGS

800002529498--6
-05/19/98-01064-033
2030.00 **52.50

NAME: CALI-CORP- COVINGTON ESTATES

FILE FIRST

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX _____ CERTIFIED COPY
_____ PLAIN STAMPED COPY
✓ _____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tamara Odom

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAY 19 PM 3:19 RECEIVED
98 MAY 19 PM 2:00
DIVISION OF CORPORATIONS

TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: Cali Corp. - Covington Estates
(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:

Paul K. Villarruel, Esq.

(Name of Person)

Hertz, Schram & Saretsky, P.C.

(Firm/Company)

1760 South Telegraph Road, Suite 300

(Address)

Bloomfield Hills, MI 48302-0183

(City/State/Zip)

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

Paul K. Villarruel Esq.

(Name of Person)

at (248) 335-5000

(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. Cali Corp. - Covington Estates

(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. Michigan

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

3. Application Pending

(FEI number, if applicable)

4. May 13, 1998

(Date of Incorporation)

5. Perpetual

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

6. May 20, 1998

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

7. 3000 Town Center, Suite 540

Southfield, MI 48075

(Current mailing address)

8. Real Estate Investment and Management

(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: John B. Ritch, Esq.

Office Address: 100 Church Street

Kissimmee

, Florida,

34741

(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.

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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: Bradley J. SchramAddress: 1760 S. Telegraph Road, Suite 300Bloomfield Hills, MI 48302-0183Vice Chairman: Richard M. NodelAddress: 3000 Town Center, Suite 540Southfield, MI 48075Director: James P. CasterlineAddress: First Union Towers, Suite 285; 300 North Greene StreetGreensboro, North Carolina 27401

Director: _____

Address: _____


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

President: Richard M. NodelAddress: 3000 Town Center, Suite 540Southfield, MI 48075Vice President/Secretary: Bradley J. SchramAddress: 1760 S. Telegraph Road, Suite 300Bloomfield Hills, MI 48302-0183

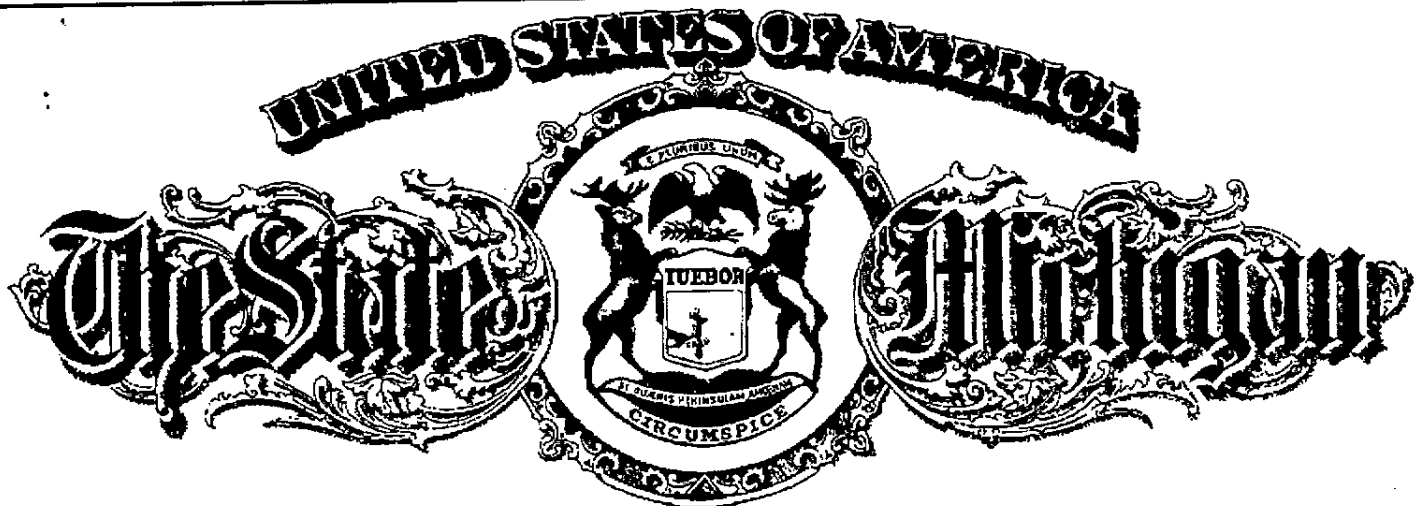
Vice President: _____

~~Secretary~~ James D. CasterlineAddress: First Union Towers, Suite 285; 300 North Greene StreetGreensboro, North Carolina 27401Treasurer: Richard M. NodelAddress: 3000 Town Center, Suite 540Southfield, MI 48075

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. Bradley J. Schram, Chairman
(Typed or printed name and capacity of person signing application)FILED
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Michigan Department of Consumer and Industry Services

Lansing, Michigan

This is to Certify That

CALI CORP. - COVINGTON ESTATES

was validly incorporated on May 13, 1998, as a Michigan profit corporation,
and said corporation is validly in existence under the laws of this State.

This certificate is issued to attest to the fact that the corporation is in good standing
in this office as of this date and is duly authorized to transact business or conduct
affairs in Michigan and for no other purpose. It is in the usual form, made by me
as the proper officer, and is entitled to have full faith and credit given it in every
court and office within the United States.

In testimony whereof, I have hereunto set my
hand and affixed the Seal of the Department,
in the City of Lansing, this 18th day
of May, 1998.

Julie Croll

, Director

173 0369105

Corporation, Securities and Land Development Bureau

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