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* ADMITTED ONLY IN MICHIGAN
** ADMITTED IN FLORIDA AND MICHIGAN

June 19, 1998

Florida Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32301

100002567921--7
-06/22/98--01073--009
*****157.50 *****78.75

Re: Suburban Stuart Property, Inc.
Suburban of Stuart, Inc.

Greetings:

Enclosed for filing for each of the above referenced corporations are the original and one copy each of the Application by Foreign Corporation for Authorization to Transact Business in Florida and Certificate of Existence. Please issue a Certificate of Good Standing for each corporation and return to me a file-stamped copy of each Application and the Certificates of Good Standing at your earliest opportunity. Also enclosed is our check in the amount of \$157.50 to cover both filing fees (\$70/corporation and \$8.75/Good Standing Certificates).

In the event you have any questions regarding these documents please call me immediately at 1-800-722-1650, before returning them unfilled. Thank you for your kind consideration.

Sincerely yours,


Peter A. Nathan

ac
Encl.

6/23/98
FILED
98 JUN 22 AM 10:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

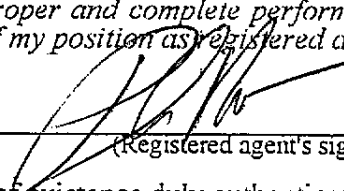
APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION
TO TRANSACT BUSINESS IN FLORIDA

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. Suburban of Stuart, 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. Michigan
(State or country under the law of which it is incorporated)
3. 38-3411572
(FEI number, if applicable)
4. May 18, 1998
(Date of Incorporation)
5. perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. Anticipated date of June 18, 1998
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.1502, S.S.))
7. 1810 Maplelawn Drive
Troy, Michigan 48084
(Current mailing address)
Any activity within the purposes for which corporations may be formed under the Business Corporation Act of Michigan
8. (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: Peter A. Nathan, Esq.
Office Address: 1555 Palm Beach Lake, #1510
West Palm Beach, Florida, 33401
(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: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____ David T. Fischer, Sole Director

Address: _____ 1810 Maplelawn Drive

_____ Troy, Michigan 48084

Director: _____

Address: _____

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

President: _____ David T. Fischer

Address: _____ 1810 Maplelawn Drive

_____ Troy, Michigan 48084

Vice President: _____

Address: _____

Secretary: _____ Timothy J. LeRoy

Address: _____ 1810 Maplelawn Drive

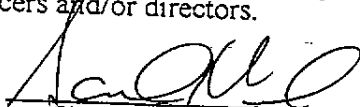
_____ Troy, Michigan 48084

Treasurer: _____ Timothy J. LeRoy

Address: _____ 1810 Maplelawn Drive

_____ Troy, Michigan 48084

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. David T. Fischer, President
(Typed or printed name and capacity of person signing application)

FILED
98 JUN 22 AM 10:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

UNITED STATES OF AMERICA



Michigan Department of Consumer and Industry Services

Lansing, Michigan

This is to Certify That

SUBURBAN OF STUART, INC.

a Michigan profit corporation, was incorporated on May 18, 1998, and said corporation is 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

Corporation, Securities and Land Development Bureau

FILED
98 JUN 22 AM 10:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA