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Document Number Only

C T CORPORATION SYSTEM
Requestor's Name
660 East Jefferson Street
Address
Tallahassee, Florida 32301
City State Zip Phone
904-222-1092
CORPORATION(S) NAME

500002595685--0
-07/22/98--01068--027
*****70.00 *****70.00

500002595685--0
-07/22/98--01068--028
*****8.75 *****8.75

S9 corporation

- 98 JUL 22 PM 2:30
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DIVISION OF CORPORATIONS
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if any problems/questions.

THANKS !

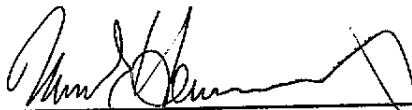
APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

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. Florida S9 Corporation
(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. Delaware
(State or country under the law of which it is incorporated)
3. application pending
(FEI number, if applicable)
4. July 13, 1998
(Date of incorporation)
5. perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. date the corporation is authorized to transact business in Florida
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.156, F.S.))
7. Florida S9 Corporation
c/o Barry B. Scherr
147 Monarch Bay Drive, Monarch Beach, California 92629
(Current mailing address)
8. The corporation is to act as the managing member of Florida S9 LLC
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida) for the purposes of investing in real estate.
9. Name and street address of Florida registered agent:
Name: CT Corporation System
Office Address: 1200 SOUTH PINE ISLAND RD
PLANTATION, Florida, 33324
(Zip Code)

10. Registered agent 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 obligation of my position as registered agent.



(Registered agent's signature) (Officer)

MARK HENNESSEY

ASSISTANT SECRETARY

(Type Name and Title of Officer)

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TALLAHASSEE

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:

A. DIRECTORS

Chairman: Barry B. Scherr

Address: 147 Monarch Bay Drive

Monarch Beach, CA 92629

Vice Chairman: _____

Address: _____

Director: Larry Delrose

Address: 266 South Palm Canyon

Palm Springs, CA 92262

Director: Michael Mesnick

Address: 147 Monarch Bay Drive

Monarch Beach, CA 92629

B. OFFICERS

President: Barry B. Scherr

Address: 147 Monarch Bay Drive

Monarch Beach, CA 92629

Vice President: Larry Delrose

Address: 266 South Palm Canyon

Palm Springs, CA 92262

Secretary: Larry Delrose

Address: same as above

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Treasurer: Larry Delrose

Address: same as above

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. Barry B. Scherr, President
(Typed or printed name and capacity of person signing application)

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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 "FLORIDA S9 CORPORATION" 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 SIXTEENTH DAY OF JULY, A.D. 1998. -- --

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

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Edward J. Freel

Edward J. Freel, Secretary of State

2920099 8300

AUTHENTICATION:

9200331

981276546

DATE:

07-16-98