

F98000004427



ACCOUNT NO. : 072100000032

REFERENCE : 901763 7160284

AUTHORIZATION :

Patricia Pizut

COST LIMIT : \$ 70.00

ORDER DATE : July 23, 1998

ORDER TIME : 1:38 PM

ORDER NO. : 901763-005

CUSTOMER NO: 7160284

CUSTOMER: Mr. Karl E. Duell
Windsor Capital Corp.
5008 North Federal Highway

Pompano Beach, FL 33064

000002596990--8

FOREIGN FILINGS

W98-16828

NAME: WINDSOR CAPITAL CORP.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Robert Turner

222-9171

FILED
98 JUL 23 AM 9:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

9/8/98

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98 JUL 23 PM 2:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

RECEIVED
98 AUG -4 AM 11:27
DIVISION OF CORPORATION

July 23, 1998

CSC

RESUBMIT

Please give original
submission date as file date.

SUBJECT: WINDSOR CAPITAL CORP.
Ref. Number: W98000016828

We have received your document(s) in this office, however, a copy of the document is being returned for the following:

The registered agent must sign accepting the designation.

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) 487-6097.

Michael Mays
Document Specialist

Letter Number: 998A00039083

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TALLAHASSEE, FLORIDA

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RESOLUTION OF BOARD OF DIRECTORS

(Please print or type)

I, the undersigned Karl E. Duell, do hereby certify
(Name)

that this Resolution of the Board of Directors of Windsor Capital Corp.

(Corporate Name)

a corporation duly organized and existing under the laws of the State of Delaware,

was duly adopted on August 3, 19 98.

Be it resolved, that Windsor Capital Corp.
(Corporate Name)

organized and existing in the State of Delaware, hereby adopts the name

Smoker's Gallery, Inc. for use in Florida.

Dated: August 3, 1998

Karl E. Duell, Vice President
Signature of either Chairman, Vice Chairman or any officer

Karl E. Duell
Type or print name

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACTION BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACTION BUSINESS IN THE
STATE OF FLORIDA:

1. Windsor Capital Corp.
(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. 58-1921737
(FEI number, if applicable)
4. June 24, 1988
(Date of Incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist)
6. January 30, 1998
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.))
7. 5008 N. Federal Highway
Lighthouse Point, FL 33064
(Current mailing address)
8. To engage in any lawful act or activity for which corporations may be organized
(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: Corporation Service Company
Office Address: 1201 Hays Street
Tallahassee, Florida, 32301
(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.
Corporation Service Company
By: [Signature]
(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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 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: Eugene R. Terry
Address: 1759 Lake Estates Drive
Boca Raton, FL 33496

Vice Chairman: _____
Address: _____

Director: Harold S. Blue
Address: 2501 Davie Road, Suite 230
Ft. Lauderdale, FL 33317

Director: Hershel Krasnow
Address: 1111 Kane Concourse, Suite 505
Bay Harbour Islands, FL 33154

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

President: Guy F. Wood
Address: 873 Burning Trail
Carolstream, IL 60188

Vice President: Karl E. Duell
Address: 450 S. Park Rd #109
Hollywood, FL 33021

Secretary: Karl E. Duell
Address: _____

Treasurer: Karl E. Duell
Address: _____

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

13. Karl E. Duell
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application.)

14. Karl E. Duell, Vice President, Secretary, Treasurer
(Typed or printed name and capacity of person signing application)

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TALLAHASSEE, FLORIDA

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "WINDSOR CAPITAL CORP." 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 SEVENTH DAY OF JULY, A.D. 1998.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

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98 JUL 23 AM 9:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2164821 8300

981261757



9180903
07-07-98
Edward J. Freel
Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE: