

AUG-12-98 17:48 From:GREENBERG TRAUIG

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8/12/98

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
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5:00 p.m.

((H98000015009 7))

TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: GREENBERG TRAUIG (WEST PALM BEACH)
CONTACT: JUDITH EQUELS OR JAN CRANK
PHONE: (561-)650-7900

ACCT#: 075201001473

FAX #: (561)655-6222

AUDIT NOH98000015009 7 TYPE Foreign Profit Corp

PAGES3

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AUDIT NUMBER ON THE TOP OF THE FILING OFFICER SPACE PROVIDED AND
ON THE TOP AND BOTTOM OF ANY ATTACHMENTS

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* 8/13

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DIVISION OF CORPORATIONS
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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. Ocean Breeze Festival Park, 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. Virginia
(State or country under the law of which it is incorporated)
3. 54-1433638
(FEI number, if applicable)
4. October 13, 1997
(Date of incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. January 1, 1998
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 607.1505, F.S.))
7. 1120 Laskin Avenue
Virginia Beach VA
(Current mailing address)
8. Real Estate Development
(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:

Name: Alfred J. Malefatto, Esq.

Office Address: Greengard, Traurig, Hoffman et al
777 South Flagler Drive, Suite 300 East
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.

Prepared by: Alfred J. Malefatto, Esq. c/o Greengard, Traurig, P.A.
777 S. Flagler Drive, Suite 300 East West Palm Beach FL 33401
561-650-7900 (t) 561-655-6222 (f)
FL Bar No. 300152

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DIVISION OF CORPORATIONS

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A. DIRECTORS

Chairman: Edward S. Garcia
Address: 401 Atlantic Avenue #1201
Virginia Beach VA 23451
Vice Chairman: _____
Address: _____
Director: Michael F. Galaradi
Address: 3105 Rivers Edge Cove
Virginia Beach VA 23452
Director: _____
Address: _____

B. OFFICERS

President: Edward S. Garcia
Address: 401 Atlantic Avenue #1201
Virginia Beach VA 23451
Vice President: /Assistant Secretary/Assistant Treasurer: Michael F. Galaradi
Address: 3105 Rivers Edge Cove
Virginia Beach VA 23452
Vice President/ Secretary: Andrea M. Kilmer
Address: 801 Costa Grande Drive
Virginia Beach VA 23456
Treasurer: Andrea M. Kilmer
Address: 801 Costa Grande Drive
Virginia Beach VA 23456

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

13. Andrea E. Dimer Vice Pres.
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Andrea M. Kilmer Vice President
(Typed or printed name and capacity of person signing application)

Commonwealth of Virginia



State Corporation Commission

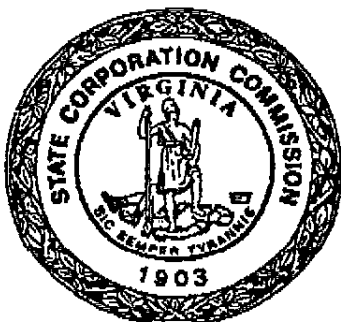
I Certify the Following from the Records of the Commission:

OCEAN BREEZE FESTIVAL PARK, INC. is a corporation existing under and by virtue of the laws of Virginia, and is in good standing.

The date of incorporation is October 13, 1987.

Nothing more is hereby certified.

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Signed and Sealed at Richmond
on this Date: July 28, 1998

William J. Bridge

William J. Bridge, Clerk of the Commission