



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 924809 80716A

AUTHORIZATION :

COST LIMIT : \$ 70.00

ORDER DATE : August 12, 1998

ORDER TIME : 10:51 AM

ORDER NO. : 924809-010

CUSTOMER NO: 80716A

CUSTOMER: John E. Wickman, Esq
Blalock Landers Walters &
P. O. Box 469

Bradenton, FL 34206

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-08/24/98--01063--002

*****70.00 *****70.00

FOREIGN FILINGS

NAME: D&F,K, SHIRES, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: CASSANDRA BRYANT

FILED
98 AUG 24 PM 12:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

REC.
98 AUG 21
DIVISION OF

8/24/98

Fax Audit #: _____

**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. D&F. K. SHIRES, 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. North Carolina
(State or country under the law of which it is incorporated)
3. 56-1807060
(FEI number, if applicable)
4. 12-31-92
(Date of Incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. August 21, 1998
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
7. c/o Drucker & Falk, LLC
7200 Stonehenge Drive, Suite 211, Raleigh, NC 27613
(Current mailing address)
Sole general partner in a limited partnership which will purchase and manage
an apartment project in the State of Florida.
8. an apartment project in the State of Florida.
(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: Blalock, Landers, Walters & Vogler, P.A.Office Address: 802 11th Street WestBradenton, Florida 34205
(ZIP Code)

Prepared By:
John E. Wickman, Esq.
Blalock, Landers, Walters & Vogler, P.A.
802 11th Street West, Bradenton, FL 34205
(941) 748-0100
Florida Bar No. 0046884

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TALLAHASSEE, FLORIDA

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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, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relative to the proper and complete performance of its duties, and is familiar with and accepts the obligations of its position as registered agent.

Blalock, Landers, Walters & Vogler, P.A., Registered Agent

By: Print Name: Edward Vogler IIIts: V. P.

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: <u>David C. Falk, Sr.</u>	<u>Bernard H. Kayden</u>
<u>c/o Drucker & Falk, LLC</u>	<u>Suite 404, 550 Mamaroneck Ave.</u>
Address: <u>7200 Stonehenge Drive, Suite 211</u>	<u>Harrison, NY 10528</u>
<u>Raleigh, NC 27613</u>	

Erwin B. Drucker
c/o Drucker & Falk, LLC
9286 Warwick Blvd., Newport News, VA 23607

B. OFFICERS (Street address only - P.O. Box NOT acceptable)President: David C. Falk, Sr.Address: 7200 Stonehenge Drive, Suite 211Raleigh, NC 27613

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Vice President: Bernard H. Kayden
Suite 404, 550 Mamaroneck Ave.
Address: Harrison, NY 10528

Secretary/Treasurer: Erwin B. Drucker
c/o Drucker & Falk, LLC
Address: 9286 Warwick Blvd.
Newport News, VA 23607

ASST. SECRETARIES:
John Munick
c/o Drucker & Falk, LLC
9286 Warwick Blvd.
Newport News, VA 23607
David C. Falk, Jr.
c/o Drucker & Falk, LLC
7200 Stonehenge Dr., Suite 211
Raleigh, NC 27613

Treasurer: _____
Address: _____

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 C. FALK, Sr., President, Director

(Typed or printed name and capacity of person signing application)

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TALLAHASSEE, FLORIDA

STATE OF NORTH CAROLINA



Department of The
Secretary of State

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TALLAHASSEE, FLORIDA

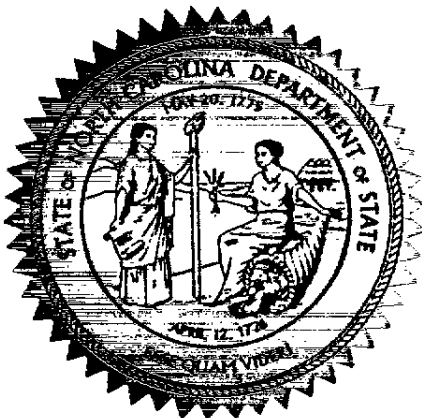
CERTIFICATE OF EXISTENCE

I, **ELAINE F. MARSHALL**, *Secretary of State of the State of North Carolina*, do hereby certify that

D&F,K,SHIRES, INC.

is a corporation duly incorporated under the laws of the State of North Carolina, having been incorporated on the 31st day of December, 1992, with its period of duration being perpetual.

I FURTHER *certify that the said corporation's articles of incorporation are not suspended for failure to comply with the Revenue Act of the State of North Carolina; that the said corporation is not administratively dissolved for failure to comply with the provisions of the North Carolina Business Corporation Act; that its most recent annual report required by G.S. 55-16-22 has been delivered to the Secretary of State; and that the said corporation has not filed articles of dissolution as of the date of this certificate.*



IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at the City of Raleigh, this 6th day of August, 1998.

Elaine F. Marshall

Secretary of State