

Division of Corporations

Page 1 of 1

F98000006033**Florida Department of State**

Division of Corporations

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To:

Division of Corporations

Fax Number : (850) 410-1015

From:

Account Name : ATLAS, PEARLMAN, TROP & BORKSON, P.A.

Account Number : 076247002423

Phone : (954) 763-1200

Fax Number : (954) 766-7800

FOREIGN PROFIT QUALIFICATION**Investment Income Properties of America, Inc.**

Certificate of Status	0
Certified Copy	1
Page Count	03
Estimated Charge	\$78.75

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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. INVESTMENT INCOME PROPERTIES OF AMERICA, 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. DELAWARE
(State or country under the law of which it is incorporated)
3. 65-0544042
(FEI number, if applicable)
4. January 4, 1995
(Date of incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. 08/19/98
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 950 North Federal Highway, #219, Pompano Beach, FL 33062
(Current mailing address)
8. Real Estate Investment
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)
9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)
Name: Douglas Layne
Office Address: 950 N. Federal Highway, #219
Pompano Beach, Florida, 33062
(Zip code)

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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, 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)
Douglas Layne

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: Fredric B. LayneAddress: 950 N. Federal Highway, #219Pompano Beach, FL 33062

Vice Chairman: _____

Address: _____

Director: Douglas LayneAddress: 950 N. Federal Highway, #219Pompano Beach, FL 33062

Director: _____

Address: _____

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

President: Fredric B. LayneAddress: 950 N. Federal Highway, #219Pompano Beach, FL 33062

Vice President: _____

Address: _____

Secretary: Douglas LayneAddress: 950 N. Federal Highway, #219Pompano Beach, FL 33062Treasurer: Fredric B. LayneAddress: 950 N. Federal Highway, #219Pompano Beach, FL 33062

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. _____

Fredric B. Layne, President, CEO & Treasurer

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

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 "INVESTMENT INCOME PROPERTIES OF AMERICA, INC." 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 THIRTEENTH DAY OF OCTOBER, A.D. 1998.

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

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Edward J. Freel
Edward J. Freel, Secretary of State

AUTHENTICATION: 9349733

DATE: 10-13-98