

F98000006911

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: AC REAL ESTATE DEVELOPMENT CORP.
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

800002712158--3

-12/14/98--01133--001

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

Ken Novick

DENNIS SELINGER

(Name of Person)

MARTIN AND SELINGER & COMPANY

(Firm/Company)

225 BROADWAY - SUITE 1501

(Address)

NEW YORK NY 10007

(City/State/Zip)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 DEC 14 AM 11:59

Should you need to call someone concerning this matter, please call:

DENNIS SELINGER

(Name of Person)

at (212) 406 3900 EXT. 12

(Area Code & Daytime Telephone Number)

STREET ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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DIVISION OF CORPORATIONS

New for.
12/21/98
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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. AC REAL ESTATE DEVELOPMENT 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. UTAH 3. 13-3436080
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 9-22-87 5. PERPETUAL
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. DECEMBER 1998
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. PO BOX 2615
PALM BEACH, FL 33480
(Current mailing address)

8. ANY LAWFUL PURPOSE
(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)

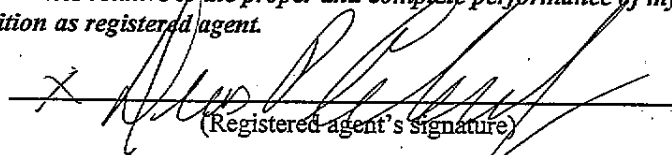
Name: DENIS P. COLEMAN, JR

Office Address: 662 ISLAND DRIVE

PALM BEACH, FL, Florida, 33480
(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.

X 
(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.

12. Names and addresses of officers and/or directors: (Street address **ONLY** - P.O. Box **NOT** acceptable)

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DIVISION OF CORPORATIONS
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A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: DENIS P. COLEMAN JR.

Address: 662 ISLAND DRIVE
PALM BEACH FL 33480

Director: THOMAS ANDERSON

Address: 31 ROEBLING ROAD
BERNARDSVILLE NJ 07924

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

President: DENIS P. COLEMAN JR.

Address: 662 ISLAND DRIVE
PALM BEACH FL 33480

Vice President: THOMAS ANDERSON

Address: 31 ROEBLING ROAD
BERNARDSVILLE NJ 07924

Secretary: DENIS P. COLEMAN JR.

Address: 662 ISLAND DRIVE
PALM BEACH FL 33480

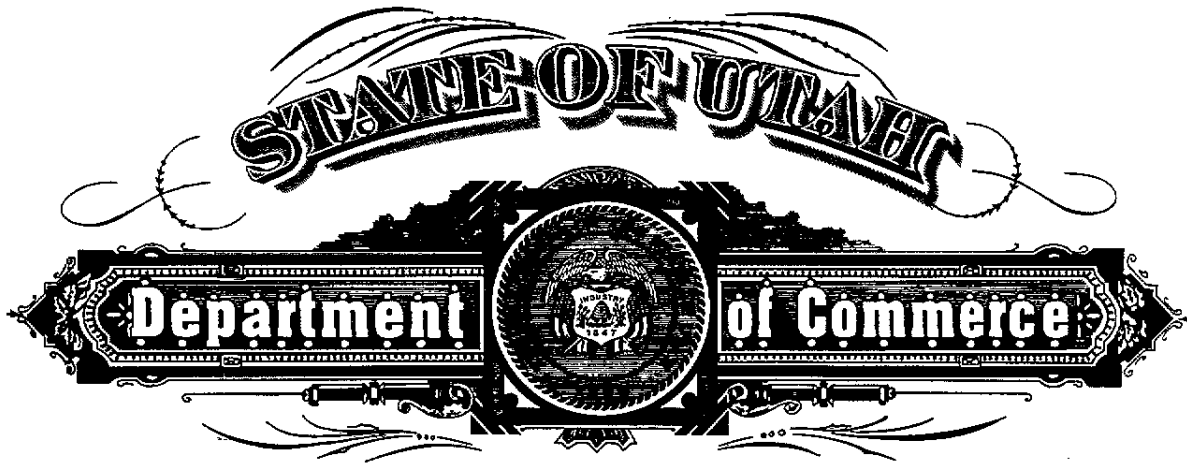
Treasurer: THOMAS ANDERSON

Address: 31 ROEBLING ROAD
BERNARDSVILLE NJ 07924

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

13. X [Signature]
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. DENIS P. COLEMAN JR, PRESIDENT
(Typed or printed name and capacity of person signing application)



CERTIFICATION OF EXISTENCE AND GOOD STANDING STATUS

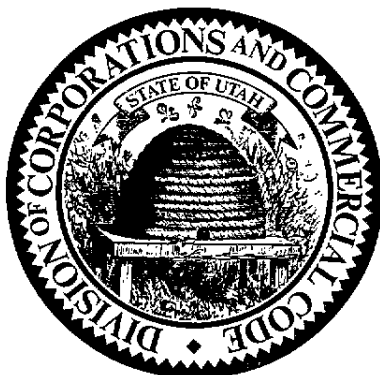
THE UTAH DIVISION OF CORPORATIONS AND COMMERCIAL
CODE HEREBY CERTIFIES THAT

A C REAL ESTATE DEVELOPMENT CORP.

is a Utah corporation and is qualified to transact business in the State of Utah, and that its most recent annual report required by Utah Code Annotated Section 16-10a-1607 has been filed, and Articles of Dissolution have not been filed. The Corporation was duly incorporated in Utah pursuant to Utah Code Annotated Section 16-10a-203 on *SEPTEMBER 22, 1987* and is currently in good standing, as appears in the records of the Division.

This certification is not intended to reflect the financial condition, business activity or practices of this corporation.

File Number: *CO 127848*



Dated this 4th day
of December, 19 98.


Lorena P. Rizzo
Division Director of
Corporations and Commercial Code