

F990000001144

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: INTERVEST MANAGEMENT, LTD. INCORPORATED
(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: 800002780888--2
-02/19/99--01071--002
*****87.50 *****87.50

Robert E. Murdoch
(Name of Person)
Johnson, Anselmo, Murdoch, Burke & George, P.A.
(Firm/Company)
790 East Broward Boulevard, Suite 400
(Address)
Fort Lauderdale, Florida 33301
(City/State/Zip)

w99-4304

SECRETARY OF STATE
TALLAHASSEE FLORIDA
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Vol 3/1

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

Robert E. Murdoch at (954) 463-0100
(Name of Person) (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

Enclosed is a check for the following amount:

- \$70.00 Filing Fee
- \$78.75 Filing Fee & Certificate of Status
- \$78.75 Filing Fee & Certified Copy
- \$87.50 Filing Fee, Certificate of Status & Certified Copy



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

February 19, 1999

ROBERT E. MURDOCH
JOHNSON, ANSELMO, MURDOCH, BURKE & GEORG
790 EAST BROWARD BLVD. SUITE 400
FORT LAUDERDALE, FL 33301

SUBJECT: INTERVEST MANAGEMENT, LTD. INCORPORATED
Ref. Number: W99000004304

We have received your document for INTERVEST MANAGEMENT, LTD. INCORPORATED and your check(s) totaling \$87.50. However, the document has not been filed and is being retained in this office for the following:

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) 487-6958.

Lee Rivers
Document Specialist

Letter Number: 799A00007747

RESOLUTION OF BOARD OF DIRECTORS

(Please print or type)

I, the undersigned Barbara Boatright, do hereby certify
(Name)

that this Resolution of the Board of Directors of INTERVEST MANAGEMENT, LTD.

(Corporate Name)
a corporation duly organized and existing under the laws of the State of Oklahoma,

was duly adopted on February 26, 19 99.

Be it resolved, that INTERVEST MANAGEMENT, LTD.
(Corporate Name)

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

INTERVEST PROPERTY MANAGEMENT, LTD., INCORPORATED for use in Florida.

Dated: February 26, 1999

Barbara Boatright
Signature of either Chairman, Vice Chairman or any officer

Barbara Boatright, Vice President
Type or print name

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TALLAHASSEE FLORIDA

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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. INTERVEST MANAGEMENT, LTD. INCORPORATED
(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. OKLAHOMA 3. 73 1212602
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. March 29, 1984 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. February 18, 1999
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 15 East 5th Street, Suite 2700
Tulsa, Oklahoma 74103
(Current mailing address)

8. Property management and sales
(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: Robert E. Murdoch
Office Address: 790 East Broward Boulevard, Suite 400
Fort Lauderdale, Florida, Florida, 33301
(Registered agent's signature) (Zip code)

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TALLAHASSEE FLORIDA

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.

[Handwritten 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.

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: Dale Williams

Address: 15 East 5th Street

Tulsa, Oklahoma 74103

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: Dale Williams

Address: 15 East 5th Street, Suite 2700

Tulsa, Oklahoma 74103

Vice President: Barbara Boatright

Address: 1535 Southeast 17th Street, Suite 115

Fort Lauderdale, Florida 33316

Secretary: Dale Williams

Address: 15 East 5th Street, Suite 2700

Tulsa, Oklahoma 74103

Treasurer: _____

Address: _____

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

13. *Barbara Boatright*

(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Barbara Boatright, Vice President

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

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

OFFICE OF THE SECRETARY OF STATE



AMENDED

CERTIFICATE OF INCORPORATION

To all to Whom these Presents shall Come. Greetings:

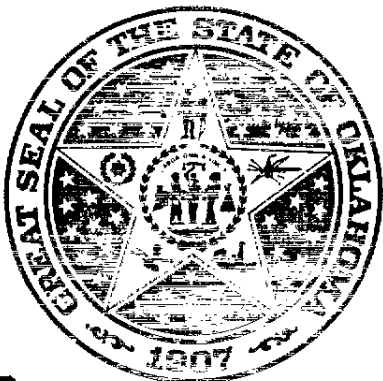
WHEREAS, The Certificate of Incorporation, duly signed and verified, of

INTERVEST MANAGEMENT, LTD.

has been filed in the office of the Secretary of State as provided by the Laws of the State of Oklahoma.

NOW THEREFORE, I, the undersigned, Secretary of State of the State of Oklahoma by virtue of the powers vested in me by law, do hereby issue this Certificate of Incorporation.

IN TESTIMONY WHEREOF, I hereunto set my hand and cause to be affixed the Great Seal of the State of Oklahoma.



Filed at the City of Oklahoma City this 23rd day of September, A.D., 19 88

Harold D. Atkins
Secretary of State

By: *Bill A. Garner*

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA