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Lake Wales  
February 26, 1999

Department of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, FL 32314

Re: Five Square Management, Inc.

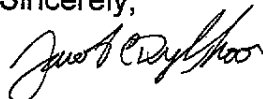
Gentlemen:

Enclosed for filing, with regard to the above referenced corporation, are the following documents: Transmittal Letter; Application by Foreign Corporation for Authorization to Transact Business in Florida; and a certified copy of the Certificate of Existence. Also enclosed is this firm's check, in the amount of \$78.75, representing payment of the following fees: filing fee - \$35.00; registered agent fee - \$35.00; and certificate of status - \$8.75.

Upon approval and filing of the authorization, please furnish the certificate of status to the attention of: Jacob C. Dykxhoorn, Peterson & Myers, P.A., P.O. Box 1079, Lake Wales, FL 33853

If anything further is required, please call me. Thank you for your assistance in this matter.

Sincerely,



Jacob C. Dykxhoorn

JCD/bb  
enclosures

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TRANSMITTAL LETTER

TO: QUALIFICATION/REGISTRATION SECTION  
DIVISION OF CORPORATIONS

SUBJECT: FIVE SQUARE MANAGEMENT, INC.  
(NAME OF CORPORATION)

Dear Sir or Madam:

The enclosed APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA, certificate of existence, and check are being submitted to qualify the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Jacob C. Dykxhoorn, Esquire  
(Name of Person)  
Peterson & Myers, P.A.  
(Firm/Company)  
130 E. Central Avenue  
(Address)  
Lake Wales, FL 33859-1079  
(City, State and Zip Code)

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DIVISION OF CORPORATIONS  
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Should you need to call someone concerning this matter, please call  
Jacob C. Dykxhoorn at ( 941 ) - 676 - 7611  
(Name of Person) Area Code & Telephone Number

COURIER ADDRESS:

Qualification/Registration Sec.  
Division of Corporations  
409 E. Gaines St.  
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Registration Sec.  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

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. Five Square Management, Inc.  
(Name of corporation: the word "INCORPORATED," "COMPANY," or "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. Michigan  
(State or country under the law of which it is incorporated)
3. January 13, 1993 4. Perpetual  
(Date of Incorporation) (Duration-Year Corp. will cease to exist or "perpetual")
5. 38-3089767  
(Federal Employer Identification number, if applicable)
6. No business transacted as of November 12, 1998  
(Date first transacted business in Florida. See sections 607.1501, 607.1502, and 817.155, F.S.)
7. P.O. Box 4010, East Lansing, Michigan 48826  
(Current mailing address)
8. Management services of a LLC.  
(Corporate purpose and nature of business in which it is engaged in Florida)
9. Name and Street address of Florida registered agent:  
Name: Corporation Service Company  
Office Address: 1201 Hays Street  
Tallahassee, Florida 32301  
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:

Amanda R. Duns

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.

A. Directors:

Chairman: \_\_\_\_\_  
Address: \_\_\_\_\_  
\_\_\_\_\_

Vice Chairman: \_\_\_\_\_  
Address: \_\_\_\_\_  
\_\_\_\_\_

Director: Roger W. Imeson  
Address: P.O. Box 4010, East Lansing, MI 48826  
\_\_\_\_\_

Director: Kenneth J. Foote, David R. Foote and Frederick C. Foote  
Address: P.O. Box 4010 East Lansing, MI 48826  
\_\_\_\_\_

B. Officers:


President: Frederick C. Foote  
Address: P.O. Box 4010 East Lansing, MI 48826  
\_\_\_\_\_

Vice President: Kenneth J. Foote  
Address: P.O. Box 4010 East Lansing, MI 48826  
\_\_\_\_\_

Secretary: Amy A. Kaczmarczyk  
Address: 5563 Earliglow Lane  
Haslett, MI 48840

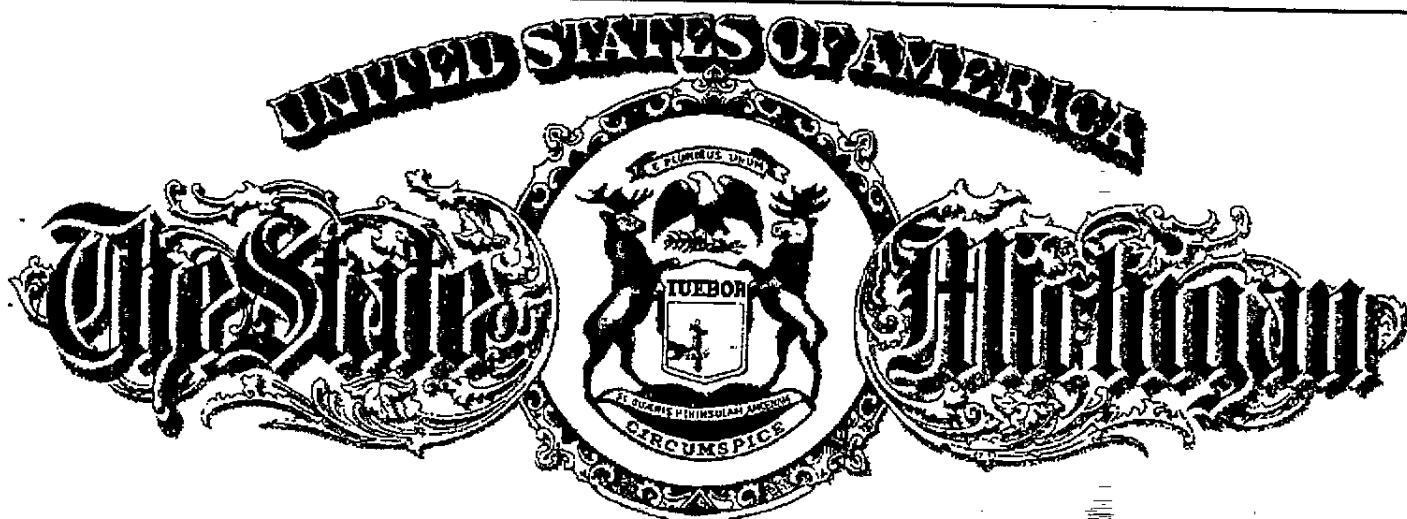
Treasurer: Amy A. Kaczmarczyk  
Address: 5563 Earliglow Lane  
Haslett, MI 48840

(If needed, you may attach an addendum to the application listing additional officers and/or directors.)

12.   
(Signature of Chairman, Vice Chairman, or any officer listed in number 9 of the application)

14. Kenneth J. Foote, Director  
(Name and capacity of person signing application)

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Michigan Department of Consumer and Industry Services

Lansing, Michigan

This is to Certify That

**FIVE SQUARE MANAGEMENT, INC.**

was validly incorporated on January 13, 1993, as a Michigan profit corporation, and said corporation is validly in existence under the laws of this State.

This certificate is issued to attest to the fact that the corporation is in good standing in this office as of this date and is duly authorized to transact business or conduct affairs in Michigan and for no other purpose. It is in the usual form, made by me as the proper officer, and is entitled to have full faith and credit given it in every court and office within the United States.

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DIVISION OF CORPORATIONS  
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In testimony whereof, I have hereunto set my hand and affixed the Seal of the Department, in the City of Lansing, this 12th day of November, 1998.

*Julie Croll*

, Director

Corporation, Securities and Land Development Bureau

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