



THE UNITED STATES
CORPORATION
COMPANY

F99000001242

ACCOUNT NO. : 072100000032

REFERENCE : 150469 12000A

AUTHORIZATION : *Patricia Pujate*

COST LIMIT : \$ 70.00

ORDER DATE : February 26, 1999

ORDER TIME : 3:21 PM

ORDER NO. : 150469-075

600002796866--2

CUSTOMER NO: 12000A

CUSTOMER: Renee Ann Winslow, Legal Asst
Shapiro & Adams, P.a.
Suite 272
2401 Pga Boulevard
Palm Beach Gard, FL 33410

RECEIVED
99 MAR -5 PM 3:52
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FOREIGN FILINGS

NAME: HQM AT BRADENTON II, INC.

FILED
99 MAR -5 PM 4:36
SECRETARY OF STATE
DIVISION OF CORPORATIONS

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson

903/5

**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. HQM AT BRADENTON II, 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. APPLIED FOR
(FEI number, if applicable)

4. February 26, 1999
(Date of Incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")

6. Upon Qualification
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))

7. 2401 PGA Boulevard, Suite 155, Palm Beach Gardens, FL 33410

(Current mailing address)
To engage in any act or activity for which corporations may be organized.

8. _____
(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: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee, Florida, 32301
(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.

By: Karen B. Rozar Karen B. Rozar, Asst. Sec.
(Registered agent's signature) Corporation Service Company

KAREN B. ROZAR, Assistant Vice President

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.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAR -5 PM 4:37

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: See attached officers/directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: See attached officers/directors rider

Address: _____

Vice President: _____

Address: _____

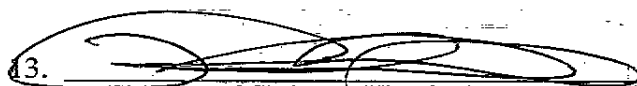
Secretary: _____

Address: _____

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. Paul M. Walczak, Executive V.P.
(Typed or printed name and capacity of person signing application)

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OFFICERS/DIRECTORS RIDER

Chairman of the Board/President/Director
Elizabeth M. Fago
2401 PGA Boulevard
Suite 155
Palm Beach Gardens, FL 33410

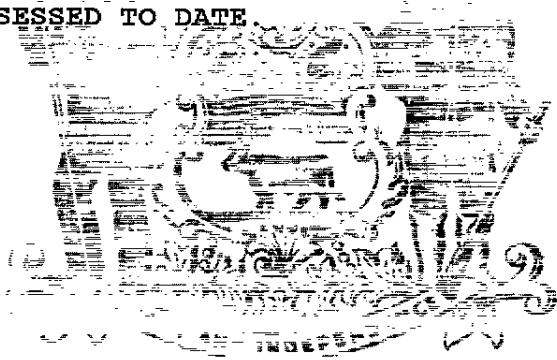
Executive Vice President
Paul M. Walczak
2401 PGA Boulevard
Suite 155
Palm Beach Gardens, FL 33410

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DIVISION OF CORPORATIONS
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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 "HQM AT BRADENTON II, 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 FIRST DAY OF MARCH, A.D. 1999.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



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SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAR -5 PM 4:37



Edward J. Freel

Edward J. Freel, Secretary of State

3010597 8300

991077918

AUTHENTICATION:

9602074

DATE:

03-01-99