

F99000002405

CAPITOL SERVICES d/b/a
 PARALEGAL & ATTORNEY SERVICE BUREAU, INC.

(Requestor's Name)

1406 Hays Street, Suite 2

(Address)

Tallahassee, FL 32301 (904) 656-3992

(City, State, Zip)

(Phone #)

OFFICE USE ONLY

100002870991--2
 -05/11/99--01042--003
 *****78.75 *****78.75

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. ANI Highland Oaks, Inc (Corporation Name) (Document #)
2. _____ (Corporation Name) (Document #)
3. _____ (Corporation Name) (Document #)
4. _____ (Corporation Name) (Document #)

FILED STATE
 SECRETARY OF CORPORATIONS
 DIVISION OF CORPORATIONS
 99 MAY 11 AM 11:25

- Walk in
 Pick up time 5/11
 Certified Copy
 Mail out
 Will wait
 Photocopy
 Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

(Handwritten signature/initials)

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input checked="" type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

TALLAHASSEE, FLORIDA
 DIVISION OF CORPORATIONS
 99 MAY 11 AM 10:48
 RECEIVED

BK
5/11/99

Examiner's Initials

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACTION BUSINESS IN THE
STATE OF FLORIDA:

SECRETARY OF STATE
DIVISION OF CORPORATIONS
909711 AM 11:35
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1. ANTJ Highland Oaks, Inc
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words of 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. 13-4045891
(FEI number, if applicable)

4. 2-2-99
(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. 90 Park Avenue, Ste. 3100
New York, N.Y. 10016
(Current mailing address)

8. To engage in any lawful act or activity
(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:

Name: United Corporate Services, Inc.

Office Address: 9200 South Dadeland Blvd. - Ste. 508

Miami, Florida, 33156
(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.

Michael A. Barr
(Registered agent's signature) Michael A. Barr, Pres.

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:

A. DIRECTORS

Chairman: David Beale
Address: 90 Park Avenue, Ste. 3100
New York, N.Y. 10016

Vice Chairman: _____
Address: _____

Director: _____
Address: _____

Director: _____
Address: _____

B. OFFICERS

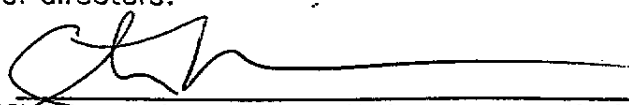
President: David Beale
Address: 90 Park Avenue, Ste. 3100
New York, N.Y. 10016

Secretary/Treasurer Vice President: Alan Langer
Address: 90 Park Avenue, Ste. 3100
New York, N.Y. 10016

Asst. Secretary: Steven M. Cooperman
Address: 90 Park Avenue, Ste. 3100
New York, N.Y. 10016

Asst. Treasurer: Peter Samitt
Address: 90 Park Avenue, Ste. 3100
New York, N.Y. 10016

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. Steven M. Cooperman, Asst. Secretary
(Typed or printed name and capacity of person signing application)

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State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ANI HIGHLAND OAKS, 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 SEVENTH DAY OF MAY, A.D. 1999.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "ANI HIGHLAND OAKS, INC." WAS INCORPORATED ON THE SECOND DAY OF FEBRUARY, A.D. 1999.

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



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

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AUTHENTICATION: 9730128

DATE: 05-07-99