

F 99 00000 2481

GRAHAM, CLARK, JONES, BUILDER, PRATT & MARKS
ATTORNEYS AT LAW

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POST OFFICE DRAWER 1690
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JAMES R. PRATT
GEOFFREY D. WITHERS

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-05/06/99-01050-006
*****78.75 *****78.75

E-mail: fran@grahamclark.com

April 28, 1999

VIA FEDERAL EXPRESS

Ms. Diane Cushing
Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: Allber Ventures (Brooksville), Ltd. - Change of General Partner
Ref. No. B9300000520 and
1319824 Ontario Limited - Qualification in Florida
Our File #3326-62

FILED
99 MAY 14 AM 10: 02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dear Diane:

This letter shall confirm our conversation this morning regarding the above-referenced entities.

I have enclosed the following:

1. Completed Transmittal Letter and Application by Foreign Corporation for Authorization to Transact Business in Florida requesting that the entity, 1319824 Ontario Limited Corp. be qualified to transact business within the State of Florida (includes certificate of existence);

This firm's check number 7375 in the amount of \$78.75 for the requisite filing fee and Certificate of Status;

Copies of my December 16, 1998 letter and enclosures:

- a. Cover letter;
- b. Limited Partnership Annual Report 1999 for Allber Ventures Brooksville, Ltd.;
- c. Supplemental Affidavit of Capital Contributions for Foreign Limited Partnership; and
- d. Certificate of Amendment to Certificate of Limited Partnership of Allber Ventures Brooksville, Ltd.;

Copy of your letter dated December 28, 1999 acknowledging receipt of the Supplemental Affidavit of Capital Contributions for Foreign Limited Partnership; and

Copy of your letter dated January 11, 1999, acknowledging our filing fees check in the amount of \$578.75.

Name Availability	2.
Document Designer	3. DCC
Letter	DCC
Letter	DCC
Letter	DCC
Acknowledgement	4. DCC
P. Verifier	5. DCC

C: TAX _____
 R. AGENT FEE _____
 C. COPY _____
 TOTAL _____
 N. BANK _____
 BALANCE DUE _____
 REFUND _____

70.00
8.75

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W 99 00000 10364

April 28, 1999

I believe now you have all the required documentation to complete the following:

1. Qualify the entity **1319824 Ontario Limited Corp.** to transact business within the State of Florida; and
2. File the annual report for **Allber Ventures (Brooksville), Ltd.** and change the General Partner of this entity pursuant to the Certificate of Amendment to Certificate of Limited Partnership previously sent to you.

Additionally, you confirmed once you have processed the enclosed documentation, you will reverse the revocation for Allber Ventures (Brooksville), Ltd. You also confirmed that no additional monies would be due, despite the revocation form letter.

Please contact me immediately if you have any questions or problems regarding these two entities.

Sincerely,

GRAHAM, CLARK, JONES, BUILDER, PRATT & MARKS



Fran L. Haas, Paralegal

c: Ms. Jean Dempsey (letter only via fax)
Ms. Theresa Tucci (letter only via fax)

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: 1319824 Ontario Limited 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:

Fran L. Haas, Corporate Paralegal

(Name of Person)

Graham, Clark, Jones, Builder, Pratt & Marks

(Firm/Company)

369 N. New York Ave., 3rd Floor

(Address)

Winter Park, Florida 32789

(City/State/Zip)

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

Fran L. Haas

(Name of Person)

at (407) 647-4455

(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

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E-mail: fran@grahamclark.com

May 11, 1999

Ms. Diane Cushing
Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

**Re: 1319824 Ontario Limited - Qualification in Florida
Your Letter #099A00023981 [REFERENCE #W99000010364]
Our File #3326-62**

Dear Diane:

In response to your letter of May 4, 1999, I have enclosed the page where Mr. Pratt failed to sign on line 13.

I believe you may now process this filing. Please contact me immediately at 407/ 647-4455 should you have any questions in connection with this matter. Thank you.

Sincerely,

GRAHAM, CLARK, JONES, BUILDER, PRATT & MARKS



Fran L. Haas, Paralegal

Enclosure

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

May 4, 1999

FRAN L. HAAS
GRAHAM CLARK JONES BUILDER PRATT & MARKS
P.O. DRAWER 1690
WINTER PARK, FL 32790

SUBJECT: 1319824 ONTARIO LIMITED CORP.
Ref. Number: W99000010364

We have received your document for 1319824 ONTARIO LIMITED CORP. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

James R. Pratt is listed on line 14 as the one signing the application. However, he failed to sign on line 13.

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) 487-6913.

Diane Cushing
Corporate Specialist

Letter Number: 099A00023981

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. 1319824 Ontario Limited 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. Ontario, Canada 3. 98-0203855
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 10/16/98 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. GP of LP (B93000000520)
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. One Yorkdale Road, Suite 510
Toronto, Ontario M6A 3A1 Canada
(Current mailing address)

8. Investments
(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: James R. Pratt

Office Address: Graham, Clark, Jones, et al.
369 N. New York Ave., 3rd Floor
Winter Park, Florida, 32789
(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.

[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.

FILED
99 MAY 14 AM 10:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: SHOEL D. SILVER

Address: 114 Glenary Road

Toronto, Ontario M5P 3C2 Canada

Director: LAWRENCE LUBIN

Address: 333 Banbury Road

North York, Ontario M2L 2V2 Canada

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

President: Shoel D. Silver

Address: 114 Glenary Road

Toronto, Ontario M5P 3C2 Canada

Vice President: Lawrence Lubin

Address: 333 Banbury Road

North York, Ontario M2L 2V2 Canada

Secretary: Lawrence Lubin

Address: Same

Same

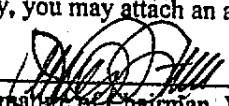
Vice President: _____

~~President:~~ James R. Pratt

Address: 369 N. New York Ave., 3rd Floor

Winter Park, FL 32789

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. James R. Pratt, Vice President
(Typed or printed name and capacity of person signing application)

FILED
99 MAY 14 AM 10:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Request ID: 001991429
Demande n°:
Transaction ID: 11171736
Transaction n°:
Category ID: CT
Catégorie:

Province of Ontario
Province de l'Ontario
Ministry of Consumer and Commercial Relations
Ministère de la Consommation et du Commerce
Companies Branch
Direction des compagnies

Date Report Produced: 1999/03/31
Document produit le:
Time Report Produced: 15:56:52
Imprimé à:

Certificate of Status Certificat de Statut Documentaire

This is to certify that according to the records of the companies branch

Je certifie par les présentes que, conformément aux dossiers de la Direction des compagnies,

1 3 1 9 8 2 4 O N T A R I O L I M I T E D

Ontario Corporation No.

Numéro matricule de la personne morale en Ontario

0 0 1 3 1 9 8 2 4

is a corporation incorporated, amalgamated or continued under the laws of the Province of Ontario.

est constituée, fusionnée ou prorogée en vertu des lois de la province de l'Ontario.

The corporation came into existence on

La personne morale a été fondée le

O C T O B E R 1 6 O C T O B R E , 1 9 9 8

and has not been dissolved.

et n'a pas été dissoute.

Dated

Fait le

M A R C H 3 1 M A R S , 1 9 9 9



Director
Directrice

99 MAY 14 AM 10:02
FILED
SECRETARIAT OF STATE
TALLAHASSEE, FLORIDA