

F99000003691
THE FABELA GROUP CORP.

July, 1999

Qualification/Tax Lien Section
Division of Corporations
P.O.Box 6327
Tallahassee, Florida 32314

300002930643--5
-07/14/99--01024--009
*****70.00 *****70.00

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and \$70.00 check are submitted to register the above referenced foreign corporation to transact business in Florida.

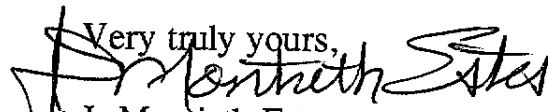
Please return all correspondence concerning this matter to:

J. Montieth Estes
General Counsel
The Fabela Group Corp.
2240 Trade Center Way
Naples, Florida 34109

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

J. Montieth Estes at 941-514-4465 @ Ext 248.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
50 JUL 14 AM 11:02
mtm

Very truly yours,

J. Montieth Estes
General Counsel

7/20

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. The Fabela Group 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. Delaware
(State or country under the law of which it is incorporated)

3. 59-3571333
(FEI number, if applicable)

4. March 24, 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. 2240 Trade Center Way
Naples, FL 34109
(Current mailing address)

8. To engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware and permitted under the General Corporation Act of Florida
(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: J. MONTETH ESTES

Office Address: 2232 TRADE CENTER WAY
NAPLES, Florida, 34109
(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: J. Monteth Estes
(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.

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93 JUL 14 AM 11:00

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: Augie K. Fabela, Sr.

Address: 224~~0~~ Trade Center Way

Naples, FL 34109

Director: _____

Address: _____

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

President: Augie K. Fabela, Sr.

Address: 224~~0~~ Trade Center Way

Naples, FL 34109

Vice President: Claudia F. Fabela; Sophia Fabela-Halcomb

Address: 224~~0~~ Trade Center Way

Naples, FL 34109

Secretary: Randall J. Enders

Address: 224~~0~~ Trade Center Way

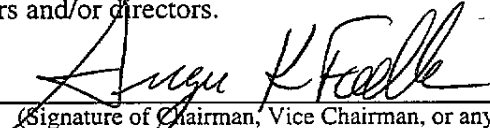
Naples, FL 34109

Treasurer: Randall J. Enders

Address: 224~~0~~ Trade Center Way

Naples, FL 34109

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) *X*

14. Augie K. Fabela, Sr., President
(Typed or printed name and capacity of person signing application)

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199 JUL 14 AM 11:02

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "THE FABELA GROUP CORP." 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 EIGHTH DAY OF JULY, A.D. 1999.

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JUL 14 11:02



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION:

9853707

DATE:

07-08-99