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PLEASE REPLY TO:
FLORIDA OFFICE

10 COLE STREET
LONDON, ENGLAND SE14YH
TEL: (071) 357-0367
FAX: (071) 357-0347

August 3, 1999

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***157.50 ***87.50

Secretary of State
Business Filing Division
409 E. Gaines St.
Tallahassee, FL 32399

W99-18229

Dear Madam:

Re: Palmer Development Enterprises Limited Partnership
with Windstar Services, Inc. (Nevada corporation)

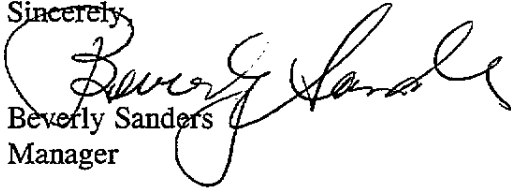
We enclose a check for \$157.50 to cover the following:

State filing fee for limited partnership:	\$ 87.50
Authorization for foreign corp. to do business in Florida:	<u>70.00</u>
Total:	\$157.50

We also enclose a Certificate of Existence for Windstar Services, Inc., and an application for this Nevada corporation to transact business in Florida.

Please file accordingly and return the certificate to the address above.

Sincerely,


Beverly Sanders
Manager

99 AUG 17 AM 9:12

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

mtm
8/17

FF \$87.50



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

August 6, 1999

ARNOLD S. GOLDSTEIN & ASSOCIATES PA
384 S. MILITARY TRAIL
DEERFIELD BEACH, FL 33442-3007

SUBJECT: WINDSTAR SERVICES, INC.
Ref. Number: W99000018230

We have received your document for WINDSTAR SERVICES, INC. and your check(s) totaling \$157.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

There is an additional page which consists of officers and one of those officers' signature that was not with your application. I have that page enclosed for you to complete and return.

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) 487-6097.

Michael Mays
Document Specialist

Letter Number: 899A00039871

FILED
SECRETARY OF STATE
AUG 17 AM 9:12

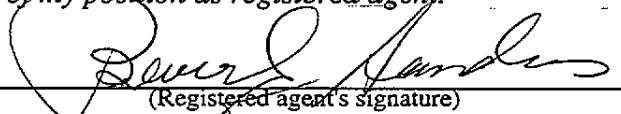
**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION
TO TRANSACT BUSINESS IN FLORIDA**

**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. Windstar Services 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. NEVADA
(State or country under the law of which it is incorporated)
3. 88-0430721
(FEI number, if applicable)
4. June 10, 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. PO Box 27740, LAS VEGAS, NEVADA 89126
(Current mailing address)
8. Investments
(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: Beverly Sanders % Arnold S. Goldstein & Assoc.
Office Address: 384 S. Military TRAIL
Deerfield Beach, Florida, 33442
(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.


(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.

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: Maurice O'BannonAddress: 5300 West Sahara, Suite 101
Las Vegas, Nevada 89146

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS (Street address only - P.O. Box **NOT** acceptable)President: Maurice O'BannonAddress: 5300 West Sahara, Suite 101
Las Vegas, Nevada 89146Vice President: Sheila CucciaAddress: 5140 Woodland Lakes Drive
Palm Beach Gardens FL 33418Secretary: Maurice O'BannonAddress: 5300 West Sahara, Suite 101
Las Vegas, Nevada 89146Treasurer: Maurice O'BannonAddress: 5300 West Sahara, Suite 101
Las Vegas, Nevada 89146**NOTE:** If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. _____

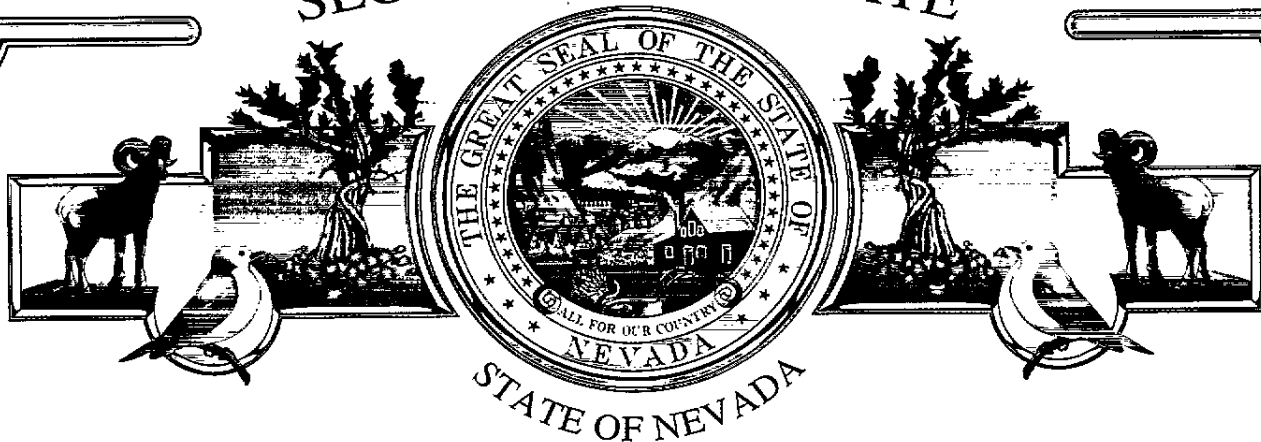
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. _____

(Typed or printed name and capacity of person signing application)

69 AUG 17 AM 9
SECRET
FILED

SECRETARY OF STATE



CERTIFICATE OF EXISTENCE WITH STATUS IN GOOD STANDING

I, DEAN HELLER, the duly elected and qualified Nevada Secretary of State, do hereby certify that I am, by the laws of said State, the custodian of the records relating to filings by corporations, limited-liability companies, limited partnerships, and limited-liability partnerships pursuant to Title 7 of the Nevada Revised Statutes which are either presently in a status of good standing or were in good standing for a time period subsequent of 1976 and am the proper officer to execute this certificate.

I further certify that the records of the Nevada Secretary of State, at the date of this certificate, evidence, **WINDSTAR SERVICES, INC.**, as a corporation duly organized under the laws of Nevada and existing under and by virtue of the laws of the State of Nevada since June 10, 1999, and is in good standing in this state.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office, in Carson City, Nevada, on July 23, 1999.



Dean Heller
Secretary of State

By *Joan E. Druitt*
Certification Clerk