

F99000006709

Florida Department of State
Division of Corporations
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To: Division of Corporations
Fax Number : (850) 922-4003

From: Account Name : FIFTEEN GROUP
Account Number : I19980000098
Phone : (305) 538-8315
Fax Number : (305) 538-8298

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TALLAHASSEE, FLORIDA

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FOREIGN PROFIT QUALIFICATION

Fifteen Sabal Palm, Inc.

Certificate of Status	1
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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. FIFTEEN SABAL PALM, 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 3. Applied for

(State or country under the law of which it is incorporated) (FBI number, if applicable)

4. 12/23/99 5. Perpetual

(Date of incorporation) (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. 763 Collins Avenue, Suite 304

Miami Beach, FL 33139

(Current mailing address)

To conduct and transact any business lawfully authorized and not prohibited by Chapter 607 F.S.

8. _____

(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: Ian Sanders

Office Address: 763 Collins Ave., Suite 304

Miami Beach, Florida, 33139

(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.

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A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: Mark Sanders

Address: 763 Collins Avenue, Suite 304
Miami Beach, FL 33139

Vice Chairman: Ian Sanders

Address: 763 Collins Avenue, Suite 304
Miami Beach, FL 33139

Director: _____

Address: _____

Director: _____

Address: _____

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TALLAHASSEE, FLORIDA

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

President: Mark Sanders

Address: 763 Collins Avenue, Suite 304
Miami Beach, FL 33139

Vice President: Ian Sanders

Address: 763 Collins Avenue, Suite 304
Miami Beach, FL 33139

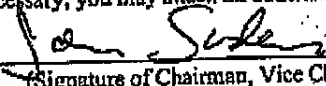
Secretary: Ian Sanders

Address: 763 Collins Avenue, Suite 304
Miami Beach, FL 33139

Treasurer: Mark Sanders

Address: 763 Collins Avenue, Suite 304
Miami Beach, FL 33139

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. Ian Sanders, Vice President and Director
(Typed or printed name and capacity of person signing application)

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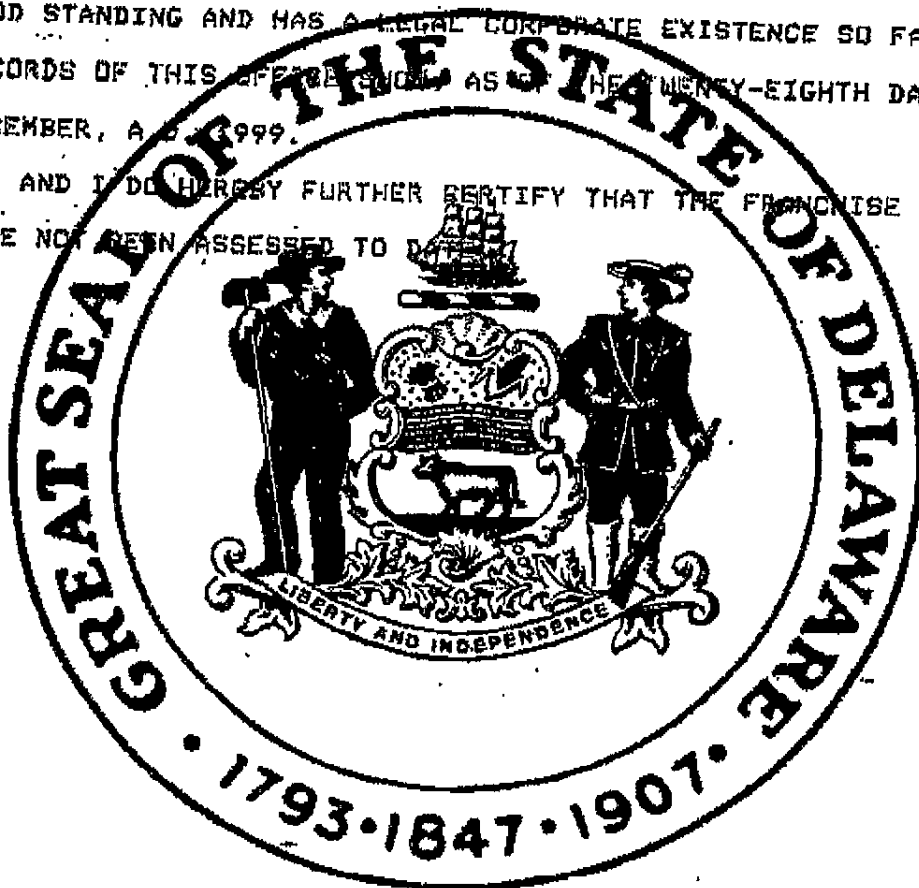
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State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "FIFTEEN SABAL PALM, 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 TWENTY-EIGHTH DAY OF DECEMBER, A.D. 1999.

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



SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Edward J. Freel, Secretary of State



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AUTHENTICATION:

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DATE:

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12/29/1999

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FIFTEEN GROUP → 18509224003

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STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 12/23/1999
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CERTIFICATE OF INCORPORATION
OF
FIFTEEN SABAL PALM, INC.

FIRST. The name of this corporation shall be:
FIFTEEN SABAL PALM, INC.

SECOND. Its registered office in the State of Delaware is to be located at 1013 Centre Road, in the City of Wilmington, County of New Castle, 19805, and its registered agent at such address is THE COMPANY CORPORATION.

THIRD. The purpose or purposes of the corporation shall be:
To engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

FOURTH. The total number of shares of stock which this corporation is authorized to issue is:
One Thousand Five Hundred (1,500) Shares Without Par Value

FIFTH. The name and mailing address of the incorporator is as follows:

Kelli Humphrey
The Company Corporation
1013 Centre Road
Wilmington, DE 19805

SIXTH. The Board of Directors shall have the power to adopt, amend or repeal the by-laws.

IN WITNESS WHEREOF, the undersigned, being the incorporator hereinbefore named, has executed, signed and acknowledged this certificate of incorporation this twenty-third day of December, A.D. 1999.

Kelli Humphrey
Kelli Humphrey
Incorporator

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TALLAHASSEE, FLORIDA

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