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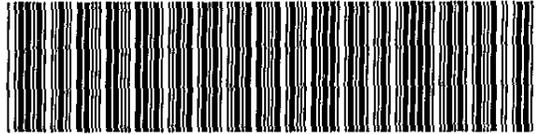
(Business Entity Name)

(Document Number)

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FLORIDA DEPARTMENT OF STATE
Ken Detzner
Secretary of State

February 12, 2003

Mr. Anthony Morra, President
MIDLAND PROPERTIES & MANAGEMENT COMPANY, INC.
25425 Babette Court
Punta Gorda, FL 33983

SUBJECT: MIDLAND PROPERTIES & MANAGEMENT COMPANY, INC.

Dear Mr. Morra:

It was recently brought to our attention that the above referenced corporation may be transacting business in the state of Florida. If so, the corporation has failed to properly register with the Florida Department of State as required by law.

Enclosed please find a copy of our booklet entitled "FLORIDA BUSINESS CORPORATION ACT" and the forms and instructions for registering an out-of-state corporation to transact business in this state.

Please refer to section 607.1501, F.S., to determine if the above referenced corporation's activities in the state of Florida constitute the transaction of business. If after reviewing this section you determine that the corporation's activities in this state do not constitute the transaction of business, please submit an affidavit to that effect. Please include specific details regarding the corporation's activities in Florida and the specific statutory cite which allows the corporation's non-registration with this office.

If the corporation is transacting business in Florida, please complete and submit the enclosed APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA and corporate resolution adopting an alternate name for the state of Florida. Because the name of your corporation is not distinguishable from the name of an existing entity on our records, your corporation



Midland Properties & Management Company, Inc.

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February 12, 2003

must select an alternate name to use in Florida. A certificate of status, dated no more than 90 days, duly authenticated by the secretary of state and a check made payable to the Florida Department of State for the appropriate fees must accompany the application.

To avoid the necessity of any further action, please return the affidavit or application to the attention of the undersigned within 30 days. A self-addressed envelope is enclosed for your convenience.

Should you have any questions concerning this matter or the availability of a particular corporate name in Florida, please do not hesitate to get in touch.

Sincerely,

(Mrs.) Brenda L. Tadlock
Sr. Section Administrator
Registration Section
(850) 245-6911
btadlock@mail.dos.state.fl.us

/s/

Enclosures



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State
OFFICE OF THE GENERAL COUNSEL

F A C S I M I L E T R A N S M I T T A L

TO FAX NUMBER: 914-723-2644

Please deliver the following pages to:

NAME: Mr. Frank Rocco, CPA

COMPANY: Midland Properties & Management Company, Inc.

CITY/STATE: Punta Gorda, Florida

SENDER: Gerard T. York, Esq.,
Assistant General Counsel
850-245-6514

DATE/TIME: 03/10/03 9:25 AM

NUMBER OF PAGES (including transmittal sheet):2

FROM FAX: 850/245-6125

COMMENTS: This communication is further to our conversation today regarding annual report fees and statutory penalties which would be assessed against Midland Properties & Management Company, Inc., under section 607.1502(4), Florida Statutes.

Information received by the Department indicates Midland Properties & Management Company, Inc., has transacted business in Florida since 1999. Accordingly, an amount of \$4,600.00 is due, reflecting annual report fees from 1999 of \$600.00. We would, however, offer to settle the issue of annual report fees and

statutory penalties from 1999 for the sum of \$600.00, reflecting annual report fees from 1999 of \$600.00. This offer remains in effect until May 30, 2003.

Upon completion of the application for a foreign corporation to transact business in Florida (available online at www.sunbiz.org) and receipt of a check in that amount payable to the Department of State, Division of Corporations, I will instruct the Division of Corporations to issue Midland Properties & Management Company, Inc., a Certificate of Authority to transact business in Florida. Please mail the check to this attorney at: Office of General Counsel, 500 South Bronough Street, Room 123, The R. A. Gray Building, Tallahassee, Florida 32399-0250.

Please do not hesitate to contact me should you have any questions.

**500 SOUTH BRONOUGH STREET • ROOM 123, THE R. A. GRAY
BUILDING • TALLAHASSEE, FLORIDA 32399-0250**

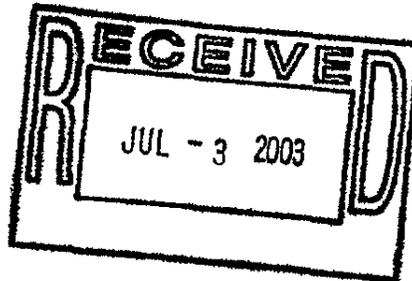


STATE OF FLORIDA
DEPARTMENT OF STATE

JEB BUSH
Governor

GLEND A. HOOD
Secretary of State

June 16, 2003



Mr. Anthony Morra
25425 Babette Court
Punta Gorda, Florida 33983

RE: Midland Properties & Management Company, Inc.

Dear Mr. Morra:

This letter concerns annual report fees and statutory penalties which the Department of State is entitled to assess against Midland Properties & Management Company, Inc., under section 607.1502(4), Florida Statutes.

Based upon my conversation today with your accountant Frank Rocco, we would offer to settle the issue of annual report fees and foreign non-qualified penalties from Midland Properties & Management Company, Inc., for the sum of \$600.00, reflecting annual report fees from 1999 of \$600.00. This offer remains in effect until July 31, 2003.

Upon completion of the enclosed application and receipt of a check in that amount payable to the Department of State, Division of Corporations, I will instruct the Division of Corporations to indicate in its records Midland Properties & Management Company, Inc., is authorized to transact business in Florida. Please mail the check to this attorney at: Office of General Counsel, 500 South Bronough Street, Tallahassee, Florida 32399-0250.

Please do not hesitate to contact me should you have any questions.

Yours truly,

Gerard York
Gerard York
Acting General Counsel

/gty
Enclosures
cc: Frank Rocco

*Check Enclosed - any questions
Can be mailed to the above
address, or I can be contacted
at 1-(941) 235-1361.*

*thank you
Anthony Morra (Pro)*

Office of the General Counsel

R. A. Gray Building • 500 South Bronough Street, Room 123 • Tallahassee, Florida 32399-0250
Telephone: (850) 245-6536 • Facsimile: (850) 245-6127 • WWW: <http://www.dos.state.fl.us>



Department of State
Memorandum
Office of the General Counsel

TO: Division of Corporations, Florida Department of State
FROM: Marielba Torres, Acting General Counsel *AD*
DATE: July 11, 2003
RE: Midland Properties & Management Company, Inc.

As per the agreement between the corporation of reference and the Office of the General Counsel, said corporation has paid outstanding annual report and administrative fees in the amount of \$600.00. Based on the documents included in our files and on the payment received from the corporation on July 3, 2003, it is recommended that the Division records reflect that the corporation is authorized to transact business in Florida.