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PRESTIGE LEGAL & FINANCIAL SERVICES

ACCOUNT NO. 7216 800032

REFERENCE : 142451 4327828

AUTHORIZATION :

COST LIMIT : \$ 70.00

Patricia Pizutto

ORDER DATE : November 4, 1996

ORDER TIME : 10:38 AM

ORDER NO. : 142451-010

CUSTOMER NO: 4327828

000001995280--3

CUSTOMER: Ms. Paulette Clark
Alley Maass Rogers & Lindsay,
321 Royal Poinciana Pl., South
Palm Beach, FL 33480-0431

FOREIGN FILINGS

NAME: FORTHRIGHT II, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Clint D. Fuhrman

JH/4

66 NOV -4 PM 2:00
 DIVISION OF CORPORATIONS
 96 NOV -4 PM 3:30
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

FILED

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACTION BUSINESS IN THE
STATE OF FLORIDA:

1. Forthright II, 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. 51-0366597
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 4-21-95 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. Upon application
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.)

7. c/o Atlantic Associates, Inc.
36700 Grand River Avenue
Farmington Hills, MI 48335
(Current mailing address)

8. All lawful purposes
(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:

Name: Warren D. Hayes, Sr.
Office Address: 321 Royal Poinciana Plaza
Palm Beach, Florida, 33480
(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.

Warren D. Hayes, Sr.
(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
96 NOV 14 PM 3:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: David M. Clapper

Address: c/o Atlantic Associates, Inc.
36700 Grand River Avenue

Farmington Hills, MI 48335

Director: _____

Address: _____

B. OFFICERS

President: David M. Clapper

Address: c/o Atlantic Associates, Inc.
36700 Grand River Avenue

Farmington Hills, MI 48335

Vice President: David M. Clapper

Address: c/o Atlantic Associates, Inc.
36700 Grand River Avenue

Farmington Hills, MI 48335

Secretary: David M. Clapper

Address: c/o Atlantic Associates, Inc.
36700 Grand River Avenue

Farmington Hills, MI 48335

Treasurer: _____

Address: _____

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. *David M. Clapper*
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. David M. Clapper
(Typed or printed name and capacity of person signing application)

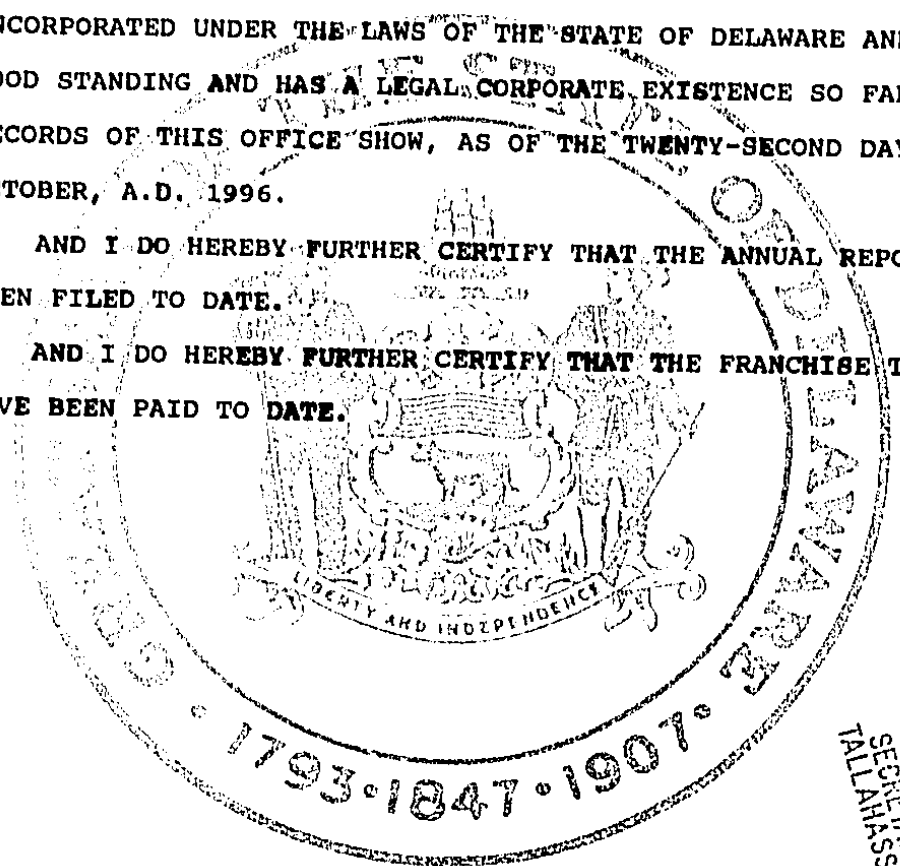
State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "FORTHRIGHT II, 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-SECOND DAY OF OCTOBER, A.D. 1996.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.



FILED
96 NOV -14 PM 3:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Edward J. Freel

Edward J. Freel, Secretary of State

2500624 8300

960306760

AUTHENTICATION:

8156739

DATE:

10-22-96