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July 30, 1998

Qualification / Tax Lien Section
Division of Corporations
409 E. Gaines Street.
Tallahassee, Florida 32399

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-08/04/98-01028-001
*****70.00 *****70.00

Dear Sir or Madam:

Enclosed please find the following:

- 1) Transmittal Letter;
- 2) Directors and Officers Form;
- 3) Application for Foreign Corporation for Authorization to Transact Business in Florida;
- 4) Certified Certificate of Existence from the State of New York, Department of State; and
- 5) A check for the amount of \$70.00 for the registration fee.

If you should have any questions, please feel free to contact the undersigned.

Sincerely,

Michael D. Crotty

MDC/aw
enclosures

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: HARTWOOD REAL ESTATE CORPORATION
(Name of corporation - must include suffix)

Dear Sir or Madam:

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

Please return all correspondence concerning this matter to the following:

PETER GFROERER

(Name of Person)

HARTWOOD REAL ESTATE CORPORATION

(Firm/Company)

ONE BRIGHTON ROAD

(Address)

TONAWANDA, NEW YORK 14150

(City/State/Zip)

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

Peter Gfroerer

(Name of Person)

at (716) 874-6670

(Area Code & Daytime Telephone Number)

COURIER ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

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

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. HARTWOOD REAL ESTATE CORPORATION
(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. NEW YORK 3. 16-0999750
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. AUGUST 28, 1972 5. PERPETUAL
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. July 30, 1998
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. HARTWOOD REAL ESTATE CORPORATION
ONE BRIGHTON ROAD, TONAWANDA, NEW YORK 14150
(Current mailing address)

8. The transaction of Real Estate business.
(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: MICHAEL D. CROTTY

Office Address: 501 NORTH GRANDVIEW AVENUE, 3RD FLOOR
DAYTONA BEACH, Florida, 32118
(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.

Michael Crotty
(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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TALLAHASSEE FLORIDA

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: PETER GFROERER

Address: ONE BRIGHTON ROAD
TONAWANDA, NEW YORK 14150

Vice Chairman: N/A

Address:

Director: N/A

Address:

Director: N/A

Address:

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

President: PETER GFROERER

Address: ONE BRIGHTON ROAD
TONAWANDA, NEW YORK 14150

Vice President: N/A

Address:

Secretary: N/A

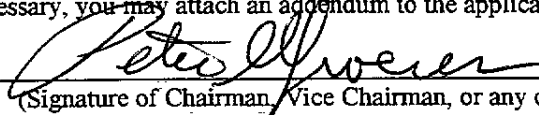
Address:

Treasurer: N/A

Address:

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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)

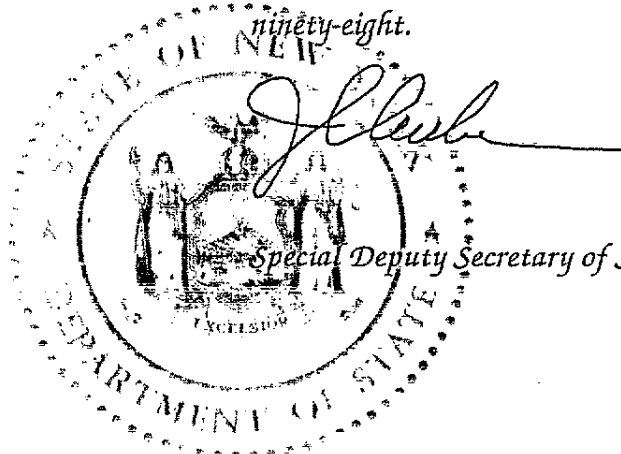
14. PETER GFROERER , PRESIDENT
(Typed or printed name and capacity of person signing application)

State of New York | ss:
Department of State

I hereby certify, that the certificate of incorporation of HARTWOOD REAL ESTATE CORPORATION, INC. was filed on 08/28/1972, with perpetual duration, and that a diligent examination has been made of the index of corporation papers filed in this Department for a certificate, order, or record of a dissolution, and upon such examination, no such certificate, order or record has been found, and that so far as indicated by the records of this Department, such corporation is a subsisting corporation.

The Corporation Biennial Statement is past due.

Witness my hand and the official seal
of the Department of State at the City
of Albany, this 03rd day of June
one thousand nine hundred and
ninety-eight.



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SECRETARY OF STATE
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