

F99000006229

STATE OF FLORIDA
DEPARTMENT OF CORPORATIONS
2101 WEST COMMERCIAL BOULEVARD
FORT LAUDERDALE, FLORIDA 33309

ROBERT S. FORMAN
OF COUNSEL
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FILED
STATE DEPARTMENT OF CORPORATIONS
99 DEC -2 PM 1:51

November 30, 1999

Via UPS

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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-12/02/99--01077--003
*****70.00 *****70.00

Attention: Buck Kohr, Corporate Specialist

Re: M.C. Realty Group, Ltd.
Ref. Number: A98000002567

3K 12/2/99
CF -70.00

Dear Mr. Kohr:

This firm represents M.C. Realty Group, Ltd., a Florida limited partnership. As you will recall, several months ago we spoke regarding an Amendment to the Certificate of Limited Partnership which we attempted to file, which was returned by you requiring that new general partner, "Faith Realty, Inc." be qualified in the State of Florida.

In connection with the foregoing, enclosed please find the following.

1. Application by Foreign Corporation For Authorization To Transact Business in Florida;
2. Certificate of Good Standing from The Commonwealth of Massachusetts for Faith Realty, Inc. dated October 21, 1999;
3. Certificate of Amendment to Certificate of Limited Partnership of M.C. Realty Group, Ltd.
4. Our check in the sum of \$70.00, representing the Application Fee.

Unfortunately, the delay in providing the foregoing was due to an accounting error with the Commonwealth of Massachusetts which indicated incorrectly the status of Faith Realty, Inc. After several months, this has been cleared up, and the enclosed Certificate of Good Standing was issued.

Florida Department of State
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Page Two

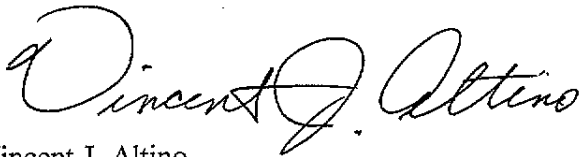
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Additionally, enclosed please find check #35 in the amount of \$526.25, which was originally submitted in April of 1999, along with the Annual Report for M.C. Realty Group, Ltd. The foregoing was returned because the Amendment being processed necessitated a change in the general partner listing on the renewal application. Also enclosed are the Supplemental Affidavits of Capital Contribution executed in counterparts, and a check made payable to Florida Department of State in the sum of \$234.50, representing the additional fees due based on the additional capital contribution.

Please have the foregoing items processed and contact me to confirm that the Amendment to Certificate of Limited Partnership has been properly filed, and that the Limited Partnership's Annual Report has been filed as well, with all fees being accepted.

If you have any questions in connection with the foregoing, please do not hesitate to contact me.

Very truly yours,



Vincent J. Altino

VJA:br

cc: Michael Calandra
Thomas Olesiewicz

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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. Faith Realty, 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. Massachusetts 3. 04-2983069
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 11/1/87 5. _____
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

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

7. 106 Access Road
Norwood, MA 02062
(Current mailing address)

8. Conduct real estate business in Florida
(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: Robert S. Forman, Esquire

Office Address: 2101 West Commercial Boulevard
Suite 4100

Ft. Lauderdale, Florida, 33309
(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: Milton Cail
Address: 106 Access Road
Norwood, MA 02062

Vice Chairman:
Address:

Director: Milton Cail
Address: 106 Access Road
Norwood, MA 02062

Director:
Address:

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

President: Milton Cail
Address: 106 Access Road
Norwood, MA 02062

Vice President:
Address:

Secretary: Milton Cail
Address: 106 Access Road
Norwood, MA 02062

Treasurer: Milton Cail
Address: 106 Access Road
Norwood, MA 02062

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. Milton Cail, Chairman
(Typed or printed name and capacity of person signing application)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 DEC -2 PM 11:51



William Francis Galvin
 Secretary of the
 Commonwealth

The Commonwealth of Massachusetts

Secretary of the Commonwealth

State House, Boston, Massachusetts 02133

FILED STATE
 SECRETARY OF CORPORATIONS
 99 DEC -2 PM 4:51

October 21, 1999

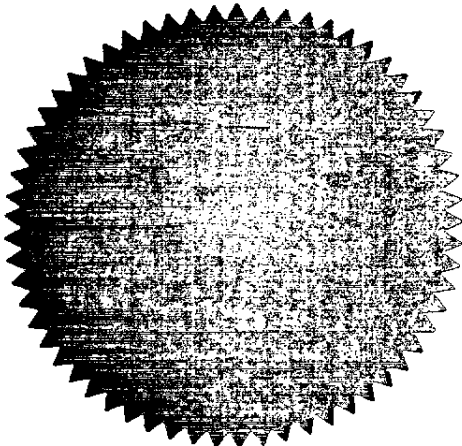
TO WHOM IT MAY CONCERN:

I hereby certify that according to the records of this office

FAITH REALTY, INC.

is a domestic corporation organized on **October 29, 1987**, under the General Laws of the Commonwealth of Massachusetts.

I further certify that there are no proceedings presently pending under the Massachusetts General Laws Chapter 156B section 101 for said corporation's dissolution; that articles of dissolution have not been filed by said corporation; that, said corporation has filed all annual reports, and paid all fees with respect to such reports, and so far as appears of record said corporation has legal existence and is in good standing with this office.



In testimony of which,

I have hereunto affixed the

Great Seal of the Commonwealth

on the date first above written.

William Francis Galvin

Secretary of the Commonwealth

* This is not a tax clearance. Certificates certifying that all taxes due and payable by the corporation have been paid or provided for are issued by the Department of Revenue.

** MGL Chapter 156B Section 83A provides that certain consolidations and mergers may be filed with the division within thirty days after the effective date of the merger or consolidation.

