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ELECTING
YEARS
1973-1998

December 3, 1998

Florida Department of State - Division of Corporations
Qualification/Tax Lien Section
P. O. Box 6327
Tallahassee, Florida 32314

400002704224--7
-12/07/98--01043--004
*****78.75 *****78.75

Re: Application for Registration as a Foreign Corporation

Dear Sir or Madame:

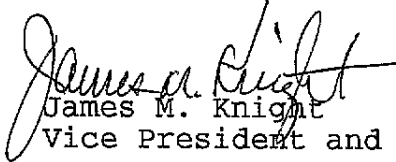
Please find enclosed our application for registration in the state of Florida as a foreign corporation, which we understand is a firm requirement for being able to conduct business in that state. We hope that we have sent everything required for your early consideration of our request and accordingly, will hear from you in the near future. However, if there is anything else you may require, please do not hesitate to let us know, at your earliest opportunity. As you will see, by way of the attached, we have, simultaneous with this request, filed an application with the State of Florida, Department of Real Estate, for approval of our corporation to operate in Florida as a fee manager of both residential and commercial real estate properties, located there.

You will also note that we have included the required fee, according to the information sent to us, both for the registration fee as well as for the "certificate of status" form.

Hoping to hear from soon, I remain;

Sincerely yours,

KIRKPATRICK MANAGEMENT COMPANY, INC.


James M. Knight
Vice President and Resident Agent

Encls:

cc: Mr. Robert S. Kirkpatrick, Jr.

FILED
98 DEC - 7 PM 2:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Kirkpatrick Management Company
INCORPORATED



TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: Kirkpatrick Management Co., Inc.
(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:

Robert S. Kirkpatrick, Jr. - President
(Name of Person)

Kirkpatrick Management Co., Inc.
(Firm/Company)

5702 Kirkpatrick Way
(Address)

Indianapolis, Indiana 46220
(City/State/Zip)

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TALLAHASSEE, FLORIDA

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

or James M. Knight
Robert S. Kirkpatrick, Jr at (317) 570 - 4358
(Name of Person) (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. Kirkpatrick Management Co., 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. Indiana 3. 35 - 1291497
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. April 1, 1973 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. N/A
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. No business has yet been transacted by this company in the state of Florida, as of this date.
5702 Kirkpatrick Way, Indianapolis, Indiana 46220
(Current mailing address)
8. Residential and Commercial Income Property Management
(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: James M. Knight
- Office Address: 5279 Vineland Road NOTE: Effective January 15, 1999
Orlando, Florida, 32811
(Zip code)

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STATE OF FLORIDA
TALLAHASSEE

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.

James M. Knight
(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: Robert S. Kirkpatrick, Jr., President

Address: 3188 Driftwood Court

Carmel, Indiana 46033

Vice Chairman: Susan E. Kirkpatrick, Treasurer

Address: 3188 Driftwood Court

Carmel, Indiana 46033

Director: Patricia T. Hickerson, Secretary

Address: 7244 N. Grand Avenue

Indianapolis, Indiana 46250

Director: James M. Knight, Vice President

Address: 7646 Sandpoint

Indianapolis, Indiana 46240

NOTE: Address after 1/15/99
will be 5279 Vineland Road
Orlando, Florida 32811

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S.E. FLORIDA
PALM BEACH, FLORIDA

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

President: Robert S. Kirkpatrick, Jr.

Address: 3188 Driftwood Court

Carmel, Indiana 46033

Vice President: James M. Knight

Address: 7646 Sandpoint

Indianapolis, Indiana 46240

NOTE: Address after 1/15/99
will be 5279 Vineland Road
Orlando, Florida 32811

Secretary: Patricia T. Hickerson

Address: 7244 N. Grand Avenue

Indianapolis, Indiana 46250

Treasurer: Susan E. Kirkpatrick

Address: 3188 Driftwood Court

Carmel, Indiana 46033

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

13. Robert S. Kirkpatrick, Jr. - President and Chairman
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Robert S. Kirkpatrick, Jr., President and Chairman
(Typed or printed name and capacity of person signing application)

STATE OF INDIANA
OFFICE OF THE SECRETARY OF STATE

CERTIFICATE OF EXISTENCE

To Whom These Presents Come, Greeting:

I, SUE ANNE GILROY, Secretary of State of Indiana, do hereby certify that I do, by virtue of the laws of the State of Indiana, the custodian of the corporate records and the proper official to execute this certificate.

I further certify that records of this office disclose that

KIRKPATRICK MANAGEMENT CO INC

Filed Articles of Incorporation on February 16, 1973, and is a corporation duly organized and existing under and by virtue of the laws of the State of Indiana.

I further certify this corporation has filed its most recent annual report required by Indiana law with the Secretary of State, or is not yet required to file such annual reports, and that Articles of Dissolution have not been filed.

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STATE
TALLAHASSEE, FLORIDA

In Witness Whereof, I have hereunto set my hand and affixed the seal of the State of Indiana, at the City of Indianapolis, this twenty-fifth day of November, 1998.

Sue Anne Gilroy
SUE ANNE GILROY, Secretary of State

ja

