

Document Number Only

**13960000000428**

CT CORPORATION SYSTEM

660 EAST JEFFERSON STREET

Requestor's Name  
TALLAHASSEE, FL 32301

Address  
222-1092

City State Zip Phone

CORPORATION(S) NAME

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 NOV -8 PM 3:00

800002007900  
11/13/96 01634-016  
\*\*\*1785.00 \*\*\*1785.00

1. AM  
FILING  
R. AGENT FEE 1750.00  
3. COPY 32.00  
TOTAL 1785.00  
4. BANK  
BALANCE DUE

*Countryside Square LP.*

- Profit
- NonProfit
- Limited Liability Co.
- Foreign
- Amendment
- Dissolution/Withdrawal
- Merger
- Mark
- Limited Partnership
- Reinstatement
- Certified Copy
- Call When Ready
- Walk In
- Mail Out
- Annual Report
- Reservation
- Photo Copies
- Call if Problem
- Will Wait
- Other
- Change of R.A.
- Fictitious Name Filing
- CUS
- After 4:30
- Pick Up

Name Availability
Document Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

*11/13/96*

TALKED WITH CT CORP.

They told me that HRE PROPERTIES was the MASSACHUSETTS TRUST that we filed under document number D00106.

--BK 11/13/96

RECEIVED  
96 NOV 18 PM 2:38  
DIVISION OF CORPORATIONS

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 NOV 13 PM 3:00

Florida Department of State, Jim Smith, Secretary of State

APPLICATION BY FOREIGN LIMITED PARTNERSHIP  
FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
95 NOV 13 PM 3:00

1. Countryside Square Limited Partnership  
(Name of limited partnership as it is in the home state)
  
2. \_\_\_\_\_  
(If name is unavailable, name under which the limited partnership proposes to register or transact business in Florida; must contain the word 'LIMITED' or 'LTD.')
  
3. Delaware  
(State of Formation)
4. November 6, 1996  
(Date of Formation)
  
5. CT CORPORATION SYSTEM  
(Name of Registered Agent for Service of Process)
  
6. c/o CT Corporation System; 1200 S. Pine Island Road  
Plantation, Florida 33324  
(City) (Zip Code)
  
7. Acceptance by the Registered Agent for Service of Process  
CT CORPORATION SYSTEM  
Connie Bryan  
(Officer must sign on this line)  
**CONNIE BRYAN**  
**SPECIAL ASSISTANT SECRETARY**  
(Type Name and Title of Officer)
  
8. The Corporation Trust Company; Corporation Trust Center; 1209 Orange St.,  
Wilmington, DE 19801  
(Address of Registered Office required in State of Formation,  
or, if not required, Address of Principal Office.)



**AFFIDAVIT OF CAPITAL CONTRIBUTIONS**

BEFORE ME, the undersigned, personally appeared HRE PROPERTIES, a general partner of COUNTRYSIDE SQUARE LIMITED PARTNERSHIP, a Delaware limited partnership, hereinafter referred to as the "partnership," who certifies as follows:

1. The amount of capital contributions of the limited partners is \$9,450,000.
2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is \$9,450,000.

This 12th day of November, 1996.

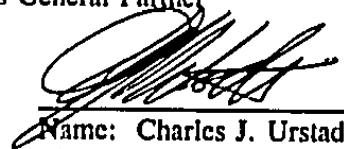
FURTHER AFFIANT SAYETH NOT.

Under penalties of perjury I declare that I have read the foregoing and that the facts are true to the best of my knowledge and belief.

NOTED - STATE  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 NOV 13 PM 3:01

HRE PROPERTIES,  
as General Partner

By:

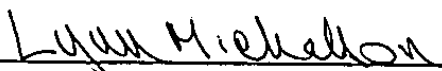


Name: Charles J. Urstadt  
Title: Chairman, Chief Executive  
Officer and President

STATE OF NEW YORK  
COUNTY OF NEW YORK  
DATE: November 12, 1996

BEFORE ME, the undersigned officer, a Notary Public authorized to administer oaths and to take acknowledgments in and for the State and County set forth above, personally appeared HRE PROPERTIES (General Partner, known to me and known by me to it the person who executed the foregoing Affidavit of Capital Contributions, and it acknowledged to me and before me that it executed this Affidavit as General Partner of said partnership).

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 12th day of November, 1996.

  
\_\_\_\_\_  
Notary Public  
State of New York at Large

(SEAL) My Commission Expires:  
LYNN MICHALSON  
NOTARY PUBLIC, State of New York  
Reg. No. 01M14753246  
Qualified in New York County  
Commission Expires June 30, 1997