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 126 East Park Avenue  
 Tallahassee, Florida 32301  
 (904) 681-6528

**F02000004875**

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9/25 FOR CORP

September 25, 2002

**CORPORATION NAME (S) AND DOCUMENT NUMBER (S):**

Protea Manager Corp.

**Filing Evidence**

- Plain/Confirmation Copy
- Certified Copy

**Retrieval Request**

- Photocopy
- Certified Copy

**Type of Document**

- Certificate of Status
- Certificate of Good Standing
- Articles Only
- All Charter Documents to Include Articles & Amendments
- Fictitious Name Certificate
- Other **200008013892--6**

MJM

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 02 SEP 25 PM 2:22  
 SECRETARY OF STATE  
 TALLAHASSEE, FLORIDA

200008013892--6  
 -09/25/02--01026--015  
 \*\*\*\*\*70.00 \*\*\*\*\*70.00

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	Non Profit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of RA Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Reports
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation
<input type="checkbox"/>	Reinstatement

REGISTRATION/QUALIFICATION	
<input checked="" type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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 02 SEP 25 AM 10:03  
 SECRETARY OF STATE  
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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. Protea Manager Corp. (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 (State or country under the law of which it is incorporated) 3. Applied for (FEI number, if applicable)

4. September 20, 2002 (Date of incorporation) 5. perpetual (Duration: Year corp. will cease to exist or "perpetual")

6. Upon qualification (Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")

(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.) c/o Sentinel Real Estate Corporation 1251 Avenue of the Americas, New York, NY 10020 (Principal office address) c/o Sentinel Real Estate Corporation 1251 Avenue of the Americas, New York, NY 10020 (Current mailing address)

8. business Manager (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: NRAI Services, Inc. Office Address: 526 E. Park Avenue Tallahassee, Florida 32301 (City) (Zip code)

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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.

NRAI Services, Inc. By: [Signature] (Registered agent's signature) GARY STORMAN, ASST-SECRETARY

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 business addresses of officers and/or directors:

A. DIRECTORS

Director

~~Chairman~~: John H. Streicker

Address: 1251 Avenue of the Americas  
New York, NY 10020

Director

~~Vice Chairman~~: Millie C. Cassidy

Address: 1251 Avenue of the Americas  
New York, NY 10020

Director: David Weiner

Address: 1251 Avenue of the Americas  
New York, NY 10020

Director:

Address:

B. OFFICERS

President: John H. Streicker

Address: 1251 Avenue of the Americas  
New York, NY 10020

Vice President: George Tietjen and David Weiner

Address: 1251 Avenue of the Americas  
New York, NY 10020

Secretary: Connell J. Watters

Address: 1251 Avenue of the Americas, New York, NY 10020

Treasurer: Leland Roth

Address: 1251 Avenue of the Americas, New York, NY 10020

Asst. Secy: Ellyn Baron, 1251 Avenue of the Americas, NY, NY 10020

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

13. *Ellyn Baron*

(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Ellyn Baron, Assistant Secretary

(Typed or printed name and capacity of person signing application)

# Delaware

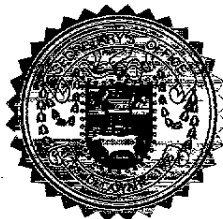
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*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PROTEA MANAGER CORP." 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 TWENTIETH DAY OF SEPTEMBER, A.D. 2002.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "PROTEA MANAGER CORP." WAS INCORPORATED ON THE TWENTIETH DAY OF SEPTEMBER, A.D. 2002.



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*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1995022

DATE: 09-20-02