

Division of Corporations

Page of 2

FO300000041604

Florida Department of State
Division of Corporations
Public Access System

DEW

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H03000257587 3))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:
Division of Corporations
Fax Number : (850)205-0383

From:
Account Name : CORPORATION SERVICE COMPANY
Account Number : I20000000195
Phone : (850)521-1000
Fax Number : (850)521-1030

03 AUG 20 PM 1:59
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED

RECEIVED
03 AUG 20 PM 12:41
DIVISION OF CORPORATION

FOREIGN PROFIT QUALIFICATION

KNICKERBOCKER PROPERTIES, INC. XLI

Certificate of Status	1
Certified Copy	1
Page Count	05
Estimated Charge	\$87.50

JB
8-20-03

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANACT BUSINESS IN THE STATE OF FLORIDA.

1. Knickerbocker Properties, Inc. XLI
(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 3. _____
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. August 13, 2003 5. Perpetual
(Date of incorporation) (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 617.155, F.S.)

7. 2711 Centerville Road, Suite 400, Wilmington, Delaware
(Principal office address)
c/o Sentinel Real Estate Corp., 1251 Avenue of the Americas, New York, NY 10020
(Current mailing address)

8. Please see attached Addendum
(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: The Corporation Service Company
Office Address: 1201 Hays Street
Tallahassee, Florida 32301
(City) (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.

Deborah D Skipper Deborah D. Skipper
(Registered agent's signature) Asst. V. Pres.

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.

03 AUG 20 PM 1:59
FILED
TALLAHASSEE, FLORIDA

12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: PLEASE SEE ATTACHED ADDENDUM FOR ADDITIONAL DIRECTOR AND

Address: ADDITIONAL OFFICERS

Vice Chairman:

Address:

Director: George Philip

Address: c/o New York State Teachers' Retirement System

10 Corporate Woods Drive, Albany, New York 12211

Director: James Campbell

Address: c/o New York State Teachers' Retirement System

10 Corporate Woods Drive, Albany, New York 12211

B. OFFICERS

President: John H. Streiker

Address: Sentinel Real Estate Corporation

1251 Avenue of the Americas, New York, New York 10020

Vice President: Millie C. Cassidy

Address: Sentinel Real Estate Corporation

1251 Avenue of the Americas, New York, New York 10020

Secretary: Mark A. Brody

Address: Seward & Kissel LLP, One Battery Park Plaza, New York, New York 10004

Treasurer: Elizabeth Longo

Address: Sentinel Real Estate Corporation, 1251 Ave. of the Americas, New York, NY 10020

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. Mark A. Brody, Secretary (Typed or printed name and capacity of person signing application)

US AIR MAIL 201 P 1:59
FILED

ADDENDUM

8. Purpose of Corporation:

- (1) to acquire real property, hold title to and collect income from such property and remit the entire amount of income from such property (less expenses) to one or more organizations described in Section 501(c)(25)(C) of the Internal Revenue Code of 1986, as amended, which are shareholders of the Corporation
- (2) to engage in any lawful act or activity necessary to satisfy the foregoing purpose

12. Additional Director

Wayne Schneider
 c/o New York State Teachers' Retirement System
 10 Corporate Woods Drive
 Albany, New York 12211

Additional Officers

Vice President	Michael J. Weinberger	Sentinel Real Estate Corporation 1251 Ave. of the Americas New York, NY 10020
Vice President	Noel Belli	Sentinel Real Estate Corporation 1251 Ave. of the Americas New York, NY 10020
Vice President	Maurice Giannotti	Sentinel Real Estate Corporation 1251 Ave. of the Americas New York, NY 10020
Vice President	Robin Blauer	Sentinel Real Estate Corporation 1251 Ave. of the Americas New York, NY 10020
Assistant Secretary	Jeffrey D. Silverstein	Seward & Kissel LLP One Battery Park Plaza New York, NY 10004

ALL INFORMATION
 FILED
 03 AUG 20 PM 1:59
 TALLAHASSEE, FLORIDA

E03000257587 3

Delaware

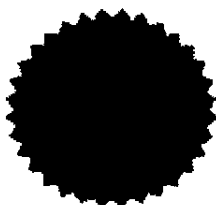
PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "KNICKERBOCKER PROPERTIES, INC. XLI" 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 AUGUST, A.D. 2003.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "KNICKERBOCKER PROPERTIES, INC. XLI" WAS INCORPORATED ON THE THIRTEENTH DAY OF AUGUST, A.D. 2003.

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



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3692330 8300

030541723

AUTHENTICATION: 2591739

DATE: 08-20-03

E03000257587 3