

H0500003138

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

From: Account Name : C T CORPORATION SYSTEM
Account Number : FCA000000023
Phone : (850) 222-1092
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

05 MAY 26 AM 8:31

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FOREIGN PROFIT QUALIFICATION

I&G Direct Real Estate Manager 12, Inc.

Certificate of Status	1
Certified Copy	1
Page Count	10
Estimated Charge	\$87.50

*File First!
1 of 2 under
K&K name
CP follows*

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Corporate Filing

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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. I&G Direct Real Estate Manager 12, Inc.
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Delaware 3. _____
(State or country under the law of which it is incorporated) (FBI number, if applicable)

4. February 27, 2004 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. Upon qualification.
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 522 Fifth Avenue, New York, NY 10036
(Principal office address)

Same as above.
(Current mailing address)

8. To serve as GP to I&G Direct Real Estate 12, LP.
(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 NOT acceptable)

Name: CT Corporation System

Office Address: 1200 South Pine Island Road

Plantation, Florida 33324
(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.

CT Corporation System
By: [Signature] Michael J. Mitchell
(Registered agent's signature) Assistant 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:

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TALLAHASSEE, FLORIDA

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A. DIRECTORS

Chairman: Please see attached.

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: Please see attached.

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

13. Matthew C. Carbone
(Signature of Director or Officer listed in number 12 of the application)

14. Matthew C. Carbone, Vice President and Secretary
(Typed or printed name and capacity of person signing application)

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TALLAHASSEE
FLORIDA

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OFFICER AND DIRECTOR LIST**DIRECTORS**

<u>NAME</u>	<u>ADDRESS</u>
Arne S. Pfeiffer	522 Fifth Avenue, New York, NY 10036
S. Michael Giliberto, Jr.	522 Fifth Avenue, New York, NY 10036
Kevin J. Faxon	522 Fifth Avenue, New York, NY 10036
Benjamin G. Gifford	522 Fifth Avenue, New York, NY 10036
Alfred W. Dort	522 Fifth Avenue, New York, NY 10036

OFFICERS

<u>TITLE</u>	<u>NAME</u>	<u>ADDRESS</u>
President	Benjamin G. Gifford	522 Fifth Avenue, New York, NY 10036
Vice President and Assistant Secretary	Kimberly A. Adams	522 Fifth Avenue, New York, NY 10036
Vice President and Assistant Secretary	Jean Andersen	522 Fifth Avenue, New York, NY 10036
Vice President and Assistant Secretary	Tara A. Andrews	522 Fifth Avenue, New York, NY 10036
Vice President and Assistant Secretary	Joseph K. Azelby	522 Fifth Avenue, New York, NY 10036
Vice President and Assistant Secretary	Lola Bellini	522 Fifth Avenue, New York, NY 10036
Vice President and Assistant Secretary	Blake R. Berg	522 Fifth Avenue, New York, NY 10036
Vice President and Assistant Secretary	M. Douglas Bisset	522 Fifth Avenue, New York, NY 10036
Vice President and Assistant Secretary	Barbara J. Bernard	522 Fifth Avenue, New York, NY 10036

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<u>TITLE</u>	<u>NAME</u>	<u>ADDRESS</u>
Vice President and Assistant Secretary	Mark J. Bonapace	522 Fifth Avenue, New York, NY 10036
Vice President and Assistant Secretary	Nathaniel T. Booker	522 Fifth Avenue, New York, NY 10036
Vice President and Assistant Secretary	Vicki L. Botel	522 Fifth Avenue, New York, NY 10036
Vice President and Assistant Secretary	Nancy E. Brown	522 Fifth Avenue, New York, NY 10036
Vice President and Assistant Secretary	Mary Ann Cate	522 Fifth Avenue, New York, NY 10036
Vice President and Secretary	Matthew C. Carbone	522 Fifth Avenue, New York, NY 10036
Vice President and Assistant Secretary	Ann E. Cole	522 Fifth Avenue, New York, NY 10036
Vice President and Assistant Secretary	Wayne A. Comer	522 Fifth Avenue, New York, NY 10036
Vice President and Assistant Secretary	Sheryl M. Crosland	522 Fifth Avenue, New York, NY 10036
Vice President and Assistant Secretary	Robert D. Curran	522 Fifth Avenue, New York, NY 10036
Vice President and Assistant Secretary	Amy C. Cummings	522 Fifth Avenue, New York, NY 10036
Vice President and Assistant Secretary	Nathaniel R. Daly	522 Fifth Avenue, New York, NY 10036
Vice President and Assistant Secretary	Joseph B. Dobronyi	522 Fifth Avenue, New York, NY 10036
Secretary and Treasurer	Alfred W. Dort	522 Fifth Avenue, New York, NY 10036
Vice President and Assistant Secretary	Joanne Douvas	522 Fifth Avenue, New York, NY 10036

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TALLAHASSEE, FLORIDA

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<u>TITLE</u>	<u>NAME</u>	<u>ADDRESS</u>
Vice President and Assistant Secretary	Michael J. Duignan	522 Fifth Avenue, New York, NY 10036
Vice President and Assistant Secretary	Dave Earig	522 Fifth Avenue, New York, NY 10036
Vice President and Assistant Secretary	Bernard J. Fahey	522 Fifth Avenue, New York, NY 10036
Vice President and Assistant Secretary	Kevin J. Faxon	522 Fifth Avenue, New York, NY 10036
Vice President and Assistant Secretary	Lawrence J. Fuchs	522 Fifth Avenue, New York, NY 10036
Vice President and Assistant Secretary	David Gilbert	522 Fifth Avenue, New York, NY 10036
Vice President and Assistant Secretary	S. Michael Gilberto, Jr.	522 Fifth Avenue, New York, NY 10036
Vice President and Assistant Secretary	Michael Girimonti	522 Fifth Avenue, New York, NY 1036
Vice President and Assistant Secretary	Erik L. Grabowski	522 Fifth Avenue, New York, NY 10036
Vice President and Assistant Secretary	Steven M. Greenspan	522 Fifth Avenue, New York, NY 10036
Vice President and Assistant Secretary	Arno R. Hoagland	522 Fifth Avenue, New York, NY 10036
Vice President and Assistant Secretary	Thomas B. Hwang	522 Fifth Avenue, New York, NY 10036
Vice President and Assistant Secretary	Klayra L. Ingerton	522 Fifth Avenue, New York, NY 10036
Vice President and Assistant Secretary	Eric W. Johnson	522 Fifth Avenue, New York, NY 10036
Vice President and Assistant Secretary	James F. Kennedy	522 Fifth Avenue, New York, NY 10036

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<u>TITLE</u>	<u>NAME</u>	<u>ADDRESS</u>
Vice President and Assistant Secretary	Ellen O. Kerr	522 Fifth Avenue, New York, NY 10036
Vice President and Assistant Secretary	Dennis Keyes	522 Fifth Avenue, New York, NY 10036
Vice President and Assistant Secretary	Justin D. Krebs	522 Fifth Avenue, New York, NY 10036
Vice President and Assistant Secretary	Douglas P. Lawrence	522 Fifth Avenue, New York, NY 10036
Vice President and Assistant Secretary	Scott M. MacDonald	522 Fifth Avenue, New York, NY 10036
Vice President and Assistant Secretary	Steven J. Mastrovich	522 Fifth Avenue, New York, NY 10036
Vice President and Assistant Secretary	Thomas S. Monaghan	522 Fifth Avenue, New York, NY 10036
Vice President and Assistant Secretary	Justin M. Murphy	522 Fifth Avenue, New York, NY 10036
Vice President and Assistant Secretary	Stephan T. Murphy	522 Fifth Avenue, New York, NY 10036
Vice President and Assistant Secretary	Julie Negron	522 Fifth Avenue, New York, NY 10036
Vice President and Assistant Secretary	Peter J. Nicoletti	522 Fifth Avenue, New York, NY 10036
Vice President and Assistant Secretary	George L. Ochs	522 Fifth Avenue, New York, NY 10036
Vice President and Assistant Secretary	Michael F. O'Brien	522 Fifth Avenue, New York, NY 10036
Vice President and Assistant Secretary	Lawrence M. Ostow	522 Fifth Avenue, New York, NY 10036
Vice President and Assistant Secretary	Anne S. Pfeiffer	522 Fifth Avenue, New York, NY 10036

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<u>TITLE</u>	<u>NAME</u>	<u>ADDRESS</u>
Vice President and Assistant Secretary	Elizabeth T. Propp	522 Fifth Avenue, New York, NY 10036
Vice President and Assistant Secretary	Donald J. Rederscheid, Jr.	522 Fifth Avenue, New York, NY 10036
Vice President and Assistant Secretary	Dianna A. Russo	522 Fifth Avenue, New York, NY 10036
Vice President and Assistant Secretary	Douglas A. Schwartz	522 Fifth Avenue, New York, NY 10036
Vice President and Assistant Secretary	David C. Sears	522 Fifth Avenue, New York, NY 10036
Vice President and Assistant Secretary	Frederick N. Sheppard	522 Fifth Avenue, New York, NY 10036
Vice President and Assistant Secretary	Uday P. Shah	522 Fifth Avenue, New York, NY 10036
Vice President and Assistant Secretary	Jose D. Sitton	522 Fifth Avenue, New York, NY 10036
Vice President and Assistant Secretary	Michael C. Solimene	522 Fifth Avenue, New York, NY 10036
Vice President and Assistant Secretary	Hilary J. Spann	522 Fifth Avenue, New York, NY 10036
Vice President and Assistant Secretary	Craig A. Theirl	522 Fifth Avenue, New York, NY 10036
Vice President and Assistant Secretary	Daniel J. Volpano	522 Fifth Avenue, New York, NY 10036
Vice President and Assistant Secretary	Yetta Y. Tropper	522 Fifth Avenue, New York, NY 10036
Vice President and Assistant Secretary	James M. Walsh	522 Fifth Avenue, New York, NY 10036
Vice President and Assistant Secretary	Karen M. Wilbrecht	522 Fifth Avenue, New York, NY 10036

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<u>TITLE</u>	<u>NAME</u>	<u>ADDRESS</u>
Vice President and Assistant Secretary	Michael J. Winter	522 Fifth Avenue, New York, NY 10036

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TALLAHASSEE FLORIDA

FROM CORPORATION TRUST WILM. TEAM #2

(THU) 5.26'05 12:04/ST. 12:01/NO. 4863796231 P 3

Delaware

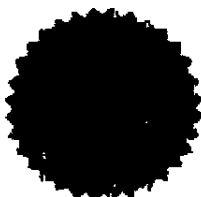
PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "I&G DIRECT REAL ESTATE MANAGER 12, INC." 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 TWENTY-SIXTE DAY OF MAY, A.D. 2005.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 3907705

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DATE: 05-26-05