

Division of Corporations

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Florida Department of State
Division of Corporations
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TALLAHASSEE, FLORIDA

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FOREIGN PROFIT/NONPROFIT CORPORATION

TOLL SOUTHEAST LP COMPANY, INC.

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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. TOLL SOUTHEAST LP COMPANY, 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 351-1195213

(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. October 31, 2003 5. perpetual

(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. n/a

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

7. 250 Gibraltar Rd. Horsham, PA 19044

(Principal office address)

(Current mailing address)

Manage and maintain income derived from the ownership of :

8. various limited partnership interests.

(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.

By: [Signature] CT Corporation System (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.

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

A. DIRECTORS

Director: Ann DiFiore
Address: 250 Gibraltar Rd. Horsham, PA 19044

Director: Joel Rassman
Address: 250 Gibraltar Rd. Horsham, PA 19044

Director: Joseph DeSanto
Address: 250 Gibraltar Rd. Horsham, PA 19044

Director: Donald McLamb, Jr.
Address: 1105 N. Market St., Suite 1414
Wilmington, DE 19801

B. OFFICERS

President, Treasurer & Secretary: Donald McLamb, Jr.
Address: 1105 N. Market St., Suite 1414 Wilmington, DE 19801

Exec. Vice President: Joel Rassman
Address: 250 Gibraltar Rd. Horsham, PA 19044

Asst Secretary: Elizabeth Bothner
Address: 1105 N. Market St., Suite 1414 Wilmington, DE 19801

Vice President: Joseph DeSanto
Address: 250 Gibraltar Rd. Horsham, PA 19044

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

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

14. Joseph DeSanto - Director and Vice President
(Typed or printed name and capacity of person signing application)

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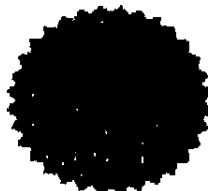
Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "TOLL SOUTHEAST LP COMPANY, 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 NINTH DAY OF FEBRUARY, A.D. 2006.

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060126000



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4513909

DATE: 02-09-06