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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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C T CORPORATION SYSTEM

Requestor's Name
660 East Jefferson Street

Address
Tallahassee, Florida 32301

City State Zip Phone
904-222-1092

CORPORATION(S) NAME

Atrium Apartments, Inc.

200001501312
-08/16/95--01003--006
*****70.00 *****70.00

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- NonProfit
- Limited Liability Company
- Foreign
- Limited Partnership
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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. Atrium Apartments, Inc.
(Name of corporation: the word "INCORPORATED," "COMPANY," or "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. 8/9/95 4. Perpetual
(Date of Incorporation) (Duration)

5. Applied For
(Federal Employer Identification number, if applicable)

6. Upon qualification
(Date first transacted business in Florida. See sections 607.1501, 607.1502, and 817.155, F.S.)

7. c/o The Related Companies, L.P., 625 Madison Avenue, New York, NY
(Current mailing address)

8. general partner of a limited partnership
(Brief description of the nature of the business in which it is engaged in the state of Florida)

9. Names and addresses of officers and or directors:

A. Directors:

Chairman: SEE ATTACHED

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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B. Officers: see attached

President: _____
Address: _____

Vice President: _____
Address: _____

Secretary: _____
Address: _____

Treasurer: _____
Address: _____

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(If needed, you may attach an addendum to the application listing additional officers and/or directors.)

10. Name and Street address of Florida registered agent:

Name: CT CORPORATION SYSTEM
Office Address: c/o C T Corporation System, 1200 South Pine Island Road
Plantation, Florida 33324
Zip Code

11. 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

Registered agent's signature: Connie Bryan
(Officer)
CONNIE BRYAN
~~SPECIAL ASSISTANT SECRETARY~~
(Type Name and Title of Officer)

12. 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.

13. _____
(Signature of Chairman, Vice Chairman, or any officer listed in number 9 of the application)

14. Edward W. Marron, Jr.
President
Edward W. Marron, Jr.
(Name and capacity of person signing application)

ATRIUM APARTMENTS, INC.

Directors

Address

Bryan Bowers

c/o Centre Trading Holdings Limited
One Chase Manhattan Plaza
44th Floor
New York, NY 10005

H. Scott Lovestend

c/o Centre Trading Holdings Limited
One Chase Manhattan Plaza
44th Floor
New York, NY 10005

Edward W. Marron, Jr.

c/o The Related Companies, L.P.
625 Madison Avenue
9th Floor
New York, NY 10022

Andrew Augenblick

c/o The Related Companies
625 Madison Avenue
9th Floor
New York, NY 10022

Officers

Address

Edward W. Marron, Jr. President

c/o The Related Companies, L.P.
625 Madison Avenue
9th Floor
New York, NY 10022

David Levine Vice President

c/o The Related Companies, L.P.
625 Madison Avenue
9th Floor
New York, NY 10022

John Solokovic Secretary

c/o The Related Companies, L.P.
625 Madison Avenue
9th Floor
New York, NY 10022

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State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ATRIUM APARTMENTS, 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 AUGUST, A.D. 1995.

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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Handwritten signature of Edward J. Freel in cursive.

Edward J. Freel, Secretary of State

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AUTHENTICATION:

7602581

DATE:

08-09-95