

Document Number Only
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C T CORPORATION SYSTEM

Requestor's Name
 660 East Jefferson Street

Address
 Tallahassee, Florida 32301

City State Zip Phone

CORPORATION(S) NAME

50000195535
 -10/04/96--01076--011
 *****70.00 *****70.00

Waterford Realty Holding Company, Inc.

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- Profit
- NonProfit
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- Amendment
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- Dissolution/Withdrawal
- Mark
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- Annual Report
- Other
- Reinstatement
- Reservation
- Change of P.A.
- Limited Liability Partnership
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10/4/96

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file 135

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION
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. WATERFORD REALTY HOLDING COMPANY, INC.
(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. July 19, 1996
(Date of incorporation)

5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")

6. Upon Qualification
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.156, F.S.))

7. 23 Wall Street, New York, New York 10015
(Current mailing address)

8. Real Estate Holding Company
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of
Florida)


9. Name and street address of Florida registered agent:

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

10. Registered agent 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 obligation of my position as registered agent.

C T Corporation System


(Registered agent's signature) (Officer)

PETER F. SOUZA

(Type Name and Title of Officer)

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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 addresses of officers and/or directors:

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: see attached list of directors

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: see attached list of officers

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

14. Wayne A. Comer, Vice President
(Typed or printed name and capacity of person signing application)

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Appendix to Florida
Application by Fgn. Corp. for Authorization to Transact Business in Florida

**Directors of
WATERFORD REALTY HOLDING COMPANY, INC.**

1. Donald K. Wiest, Jr.
23 Wall Street
2. Karyn K. Bendit
23 Wall Street
3. Timothy J. Heise
23 Wall Street
4. James S. Olson
23 Wall Street
5. Anne S. Pfeiffer
23 Wall Street

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Appendix to Florida
Application by Fgn. Corp. for Authorization to Transact Business in Florida

**Officers of
WATERFORD REALTY HOLDING COMPANY, INC.**

1. Donald K. Wiost, Jr., President
23 Wall Street
2. Karyn K. Bendit, Vice President, Treasurer
23 Wall Street
3. Erling Asheim, Vice President, Assistant Secretary
23 Wall Street
4. Jerry W. Baird, Vice President, Assistant Secretary
23 Wall Street
5. Mark J. Bonapace, Vice President, Assistant Secretary
23 Wall Street
6. Kirsten Chapman, Vice President, Assistant Secretary
23 Wall Street
7. William N. Cinnamond, Jr., Vice President, Assistant Secretary
23 Wall Street
8. Ann E. Cole, Vice President, Secretary
23 Wall Street
9. Wayne A. Comer, Vice President, Secretary
23 Wall Street
10. Sheryl M. Crosland, Vice President, Secretary
23 Wall Street
11. Kevin J. Faxon, Vice President, Secretary
23 Wall Street
12. Rena Flaum, Vice President, Secretary
23 Wall Street

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Appendix to Application by Fgn. Corp. for Authorization to Transact Business in Flor

13. Evan M. Graf, Vice President, Secretary
23 Wall Street
14. Timothy J. Heise, Vice President, Assistant Secretary
23 Wall Street
15. James C. McLoughlin, Vice President, Assistant Secretary
23 Wall Street
16. Andrew M. Mendelson, Vice President, Assistant Secretary
23 Wall Street
17. Daniel F. Minkoff, Vice President, Assistant Secretary
23 Wall Street
18. Justin M. Murphy, Vice President, Assistant Secretary
23 Wall Street
19. George L. Ochs, Vice President, Assistant Secretary
23 Wall Street
20. James S. Olson, Vice President, Assistant Secretary
23 Wall Street
21. Scott G. Onufrey, Vice President, Assistant Secretary
23 Wall Street
22. Anne S. Pfeiffer, Vice President, Assistant Secretary
23 Wall Street
23. Henry A. Raemsch, Vice President, Assistant Secretary
23 Wall Street
24. Daniel Volpano, Vice President, Assistant Secretary
23 Wall Street
25. James M. Walsh, Vice President, Assistant Secretary
23 Wall Street

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Appendix to Application by Fgn. Corp. for Authorization to Transact Business in Flor

26. ~~Anne M. Mancuso, Vice President, Assistant Secretary~~
23 Wall Street

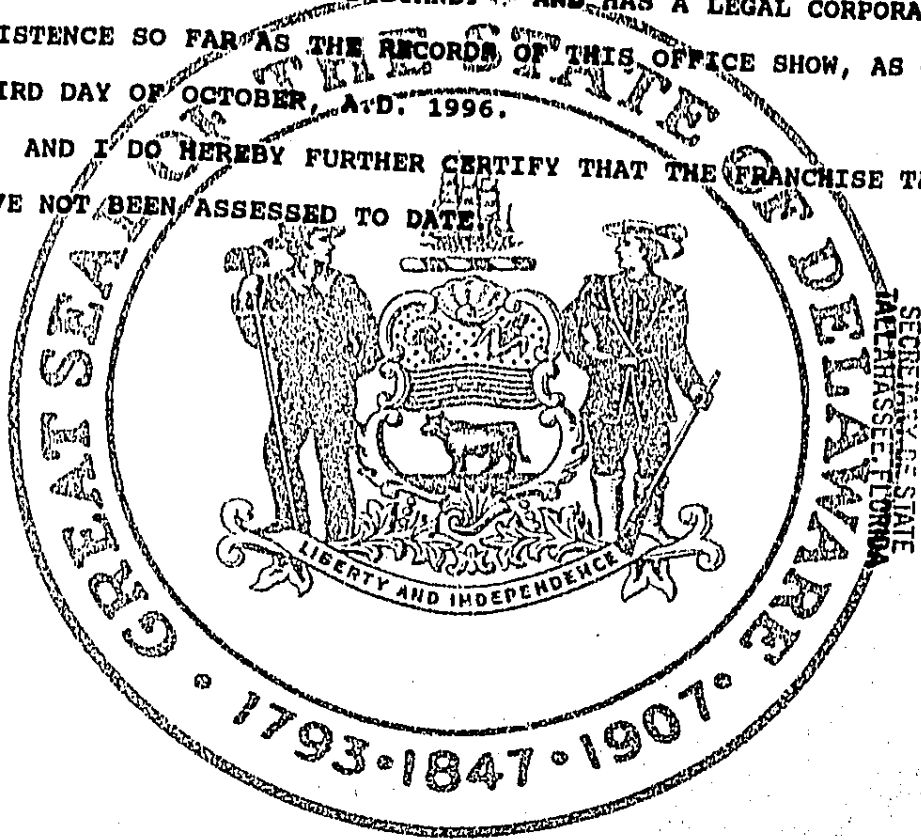
27. Peter B. Weed, Vice President, Assistant Secretary
23 Wall Street

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TALLAHASSEE, FLORIDA

State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "WATERFORD REALTY HOLDING 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 THIRD DAY OF OCTOBER, A.D. 1996.

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



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SECRETARY OF STATE
TALFORD H. HARRIS



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION: 8132315

DATE: 10-03-96