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C T CORPORATION SYSTEM

Requestor's Name
660 East Jefferson Street

Address
Tallahassee, Florida 32301

City State Zip Phone

SI00001955742
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*****70.00 *****70.00

CORPORATION(S) NAME

Safety Harbor Properties Corp.

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 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

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|--|---|---|
| <input checked="" type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Limited Liability Company | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input checked="" type="checkbox"/> Foreign | <input type="checkbox"/> Reservation | <input type="checkbox"/> Change of P.A. |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> Fictitious |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> CUS | <input type="checkbox"/> CUS |
| <input type="checkbox"/> Limited Liability Partnership | <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call if Problem |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Mail Out | <input type="checkbox"/> After 45 |
| <input checked="" type="checkbox"/> Walk In | | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out | | |

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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. Safety Harbor Properties Corp.
(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. Applied For
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. October 2, 1996 5. perpetual
(Date of Incorporation) (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 817.18 F.S.))

7. c/o The Chase Manhattan Bank, 380 Madison Avenue
New York, New York 10017
(Current mailing address)

8. Hold and dispose of real estate
(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: CT 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 obligations of my position as
registered agent.

CT CORPORATION SYSTEM

Connie Bryan
(Registered agent's signature) (Officer)
CONNIE BRYAN
SPECIAL ASSISTANT SECRETARY
(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:

Gordon Tsou
380 Madison Avenue, 9th FL, New York, NY 10017

Joseph R. Skibo
380 Madison Avenue, 9th FL, New York, NY 10017

John C. F. Clarke
380 Madison Avenue, 11th FL, New York, NY 10017

Robert R. Costa
380 Madison Avenue, 11th FL, New York, NY 10017

B. OFFICERS

President: Gordon Tsou
Address: 380 Madison Avenue, 9th FL, New York, NY 10017

Vice President: John C.F. Clarke
Address: Robert R. Costa
380 Madison Avenue, 11th FL, New York, NY 10017

Vice President & Secretary: Georgiana Dorr
Address: 380 Madison Avenue, 9th FL, New York, NY 10017


Vice President & Assistant Secretary:
Dwight I. Arnesen
Donald V. Davis
Rudolph Lalak
Joseph R. Skibo
Edward C. Collins
Jeanine M. Tepper
Address: 380 Madison Avenue, 9th FL, New York, NY 10017

Address: Robert C. Carroll
270 Park Avenue, 35th FL, New York, NY 10017

Address: Rudolph Lalak
2 Chase Manhattan Plaza, 7FL, New York, NY

Assistant Vice President & Assistant Secretary: Kenton A. Campbell
Address: 380 Madison Avenue, 9th FL, New York, NY 10017

Treasurer: Martin Danowitz
Assistant Treasurer: Maya K. Mistry
Address: 380 Madison Avenue, 10th FL, New York, NY 10017

13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Georgiana Dorr, Vice President & Secretary
(Typed or printed name and capacity of person signing application)

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SAFETY HARBOR PROPERTIES CORP." 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 SECOND 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
TALLAHASSEE, FLORIDA



Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE: 8130627

10-02-96

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