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THOMAS H. RYDBERG
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610 W. Azeele
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October 29, 1996
by U.S. mail

Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, Florida 32314

300001992763--8
-10/31/96--01093--002
*****70.00 *****70.00

Dear Ladies and Gentlemen:

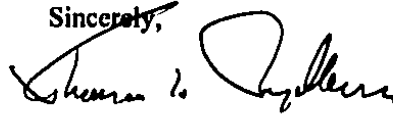
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-11/05/96--01162--010
****200.00 ****200.00

I am enclosing with this letter the following documents:

1. An Application by Foreign Corporation for Authorization to Transact Business in Florida;
2. A certificate of existence duly authenticated dated October 22, 1996;
3. A check in the amount of \$70 to pay the filing fee the Application; and
4. A check in the amount of \$200 to pay the 1996 annual report fee.

Please call me collect if there is a problem.

Sincerely,



Thomas H. Rydberg

cc: Kevin Niehaus
(with a copy of the enclosures)

H2 11/1

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 OCT 31 AM 9:16

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION
TO TRANSACT BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 607.1503 FLA. STAT., THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS
IN THE STATE OF FLORIDA:*

1. Name of Corporation: Towne Properties Asset Management Company.
2. State in which incorporated: Ohio.
3. FEI number: 31-0945003.
4. Date of incorporation: October 10, 1975.
5. Year the corporation will cease to exist: Its existence is perpetual.
6. Date first transacted business in Florida: June 1, 1995
7. Current mailing address: 1055 St. Paul Place, Cincinnati Ohio 45202-1687.
8. Purposes of corporation in home state to be carried out in the State of Florida: To engage in any lawful activity.
9. Name and street address of Florida registered agent:

Name: - Thomas H. Rydberg
Address: - 610 W. Azeele Street
Tampa, Florida 33606

10. Registered agent's acceptance:

Having been named as registered agent 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 property and compete performance of my duties, and in familiar with and accept the obligations of my position as registered agent.


Thomas H. Rydberg,
Registered Agent

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11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of the application to the Department of State, by the Secretary of State of the State of Ohio, who is the official having custody of corporate records in the jurisdiction under the law of Ohio.

12. Names and address of officers and/or directors (street addresses only, no post office boxes)

A. DIRECTORS

Chairman: Neil K. Bortz

Address: 1055 St. Paul Place, Cincinnati, Ohio 45202-1687

Vice Chairman: Robert J. Wahlke

Address: 1055 St. Paul Place, Cincinnati, Ohio 45202-1687

Director: Marvin Rosenberg

Address: 1055 St. Paul Place, Cincinnati, Ohio 45202-1687

B. OFFICERS

President: Robert J. Wahlke

Address: 1055 St. Paul Place, Cincinnati, Ohio 45202-1687

Vice President: Karl Boppel

Address: 1055 St. Paul Place, Cincinnati, Ohio 45202-1687

Vice President: Derek Wehman

Address: 1055 St. Paul Place, Cincinnati, Ohio 45202-1687

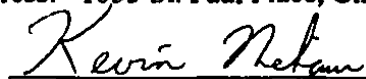
Secretary: Daniel J. Bayer

Address: 1055 St. Paul Place, Cincinnati, Ohio 45202-1687

Treasurer: Kevin Niehaus

Address: 1055 St. Paul Place, Cincinnati, Ohio 45202-1687

13.



(Signature of Kevin Niehaus, Treasurer of Town Properties Management Company)

14. Kevin Niehaus, Treasurer of Town Properties Management Company

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UNITED STATES OF AMERICA,
STATE OF OHIO,
OFFICE OF THE SECRETARY OF STATE. }

*I, Bob Taft, do hereby certify that I am the duly elected, qualified and present acting Secretary of State for the State of Ohio, and as such have custody of the records of Ohio and Foreign corporations and Miscellaneous filings; that said records show TOWNE PROPERTIES ASSET MANAGEMENT COMPANY, an Ohio corporation, Charter No. 523970, having its principal location in Forest Park, County of Hamilton, was incorporated on October 10, 1978 and is currently in **GOOD STANDING** upon the records of this office.*

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WITNESS my hand and official
seal at Columbus, Ohio this
22nd day of October, A.D. 1996

Bob Taft

Bob Taft
Secretary of State