

E970000006234



ACCOUNT NO. : 072100000032

REFERENCE : 396080 4328604

AUTHORIZATION :

Patricia Pignato

COST LIMIT : \$ 70.00

ORDER DATE : May 17, 1997

ORDER TIME : 10:41 AM

ORDER NO. : 396080-065

CUSTOMER NO: 4328604

CUSTOMER: Mr. Mike Pfeiffer
Realty Income Corporation
220 West Crest Street

200002356372--7

Escondido, CA 920251725

FOREIGN FILINGS

NAME: REALTY INCOME CORPORATION

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Stephanie Stscherban

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SECRETARY OF STATE RECEIVED
DIVISION OF CORPORATIONS
97 NOV 25 AM 12:43
DIVISION OF CORPORATION


HL 11/25

CERTIFICATE OF SECRETARY

I, the undersigned, do hereby certify:

- (1) That I am duly elected and acting Secretary of Realty Income Corporation, a Maryland corporation (the "Corporation"); and
- (2) That the Board of Directors of the Corporation has authorized the Corporation to use the alternate name Realty Income Corporation DBA **Realty Income Properties, Inc.** for use in transacting business in the State of Florida pursuant to Section 607.1506, Florida Business Corporation Act; and
- (3) That the authorized officers of the corporation be and hereby are authorized and directed to cause any and all required documents to be prepared, executed, and filed so that this corporation may obtain a Certificate of Authority pursuant to the Florida Business Corporation Act, and to cause this corporation to use the said alternate name in the transaction of business in the State of Florida.

IN WITNESS WHEREOF, I have hereunto subscribed my name this 18th day of November, 1997.


Michael R. Pfeiffer, Secretary

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(Corporate Seal)

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

*IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACTION BUSINESS IN THE
STATE OF FLORIDA:*

1. REALTY INCOME CORPORATION
D/B/A REALTY INCOME PROPERTIES, 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. MARYLAND 3. 33-0580106
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. MARCH 25, 1997 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 817.155, F.S.))
7. 220 WEST CREST STREET, ESCONDIDO, CA 92025-1707
(Current mailing address)
8. OWN AND LEASE COMMERCIAL 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: (P.O. Box or Mail Drop Box **NOT** acceptable)
Name: Corporation Service Company
Office Address: 1201 Hays Street
Tallahassee, Florida, 32301
(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: _____

Carol K. Dole
(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.

12. Names and addresses of officers and/or directors: (Street address **ONLY**- P.O. Box **NOT** acceptable)

A. DIRECTORS (Street address only- P.O. Box NOT acceptable)

Chairman: See attached officers/directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS (Street address only- P.O. Box NOT acceptable)

President: See attached officers/directors rider

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. 

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

14. Michael R. Pfeiffer

Senior Vice President,
General Counsel

(Typed or printed name and capacity of person signing application)

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REALTY INCOME CORPORATION

FEIN: 33-0580106

CORPORATE OFFICERS

Thomas A. Lewis	Chief Executive Officer
Richard J. VanDerhoff	President and Chief Operating Officer
Gary M. Malino	Senior Vice President, Chief Financial Officer and Treasurer
Michael R. Pfeiffer	Senior Vice President, General Counsel and Secretary
Richard G. Collins	Senior Vice President, Portfolio Acquisitions
Kim S. Kandrak	Vice President, National Accounts
Mark G. Selman	Vice President, Portfolio Management
Tere H. Miller	Vice President, Corporate Communications

DIRECTORS

William E. Clark	Chairman of the Board and Director
Thomas A. Lewis	Vice Chairman of the Board and Director
Richard J. VanDerhoff	Director
Donald R. Cameron	Director
Roger P. Kuppinger	Director
Michael D. McKee	Director
Willard H. Smith Jr	Director

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Address for Officers/Directors: 220 West Crest Street, Escondido CA 92025-1707

STATE OF MARYLAND

585003

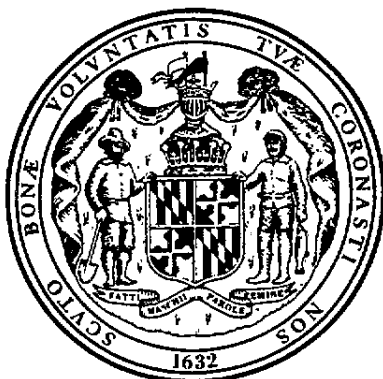
STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

301 West Preston Street Baltimore, Maryland 21201

I, JACQUELINE C JAMES OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF THE STATE OF MARYLAND, DO HEREBY CERTIFY THAT SAID DEPARTMENT, BY THE LAWS OF SAID STATE, IS THE CUSTODIAN OF THE RECORDS OF THIS STATE RELATING TO THE FORFEITURE OR SUSPENSION OF CORPORATE CHARTERS, OR OF CORPORATIONS TO TRANSACT BUSINESS IN THIS STATE; AND I AM THE PROPER OFFICER TO EXECUTE THIS CERTIFICATE.

I FURTHER CERTIFY THAT REALTY INCOME CORPORATION IS A CORPORATION DULY INCORPORATED AND EXISTING UNDER AND BY VIRTUE OF THE LAWS OF MARYLAND AND SAID CORPORATION HAS FILED ALL ANNUAL REPORTS REQUIRED, HAS NO OUTSTANDING LATE FILING PENALTIES ON THOSE REPORTS, AND HAS A RESIDENT AGENT. THEREFORE, THE CORPORATION IS AT THE TIME OF THIS CERTIFICATE IN GOOD STANDING WITH THIS DEPARTMENT AND DULY AUTHORIZED TO EXERCISE ALL THE POWERS RECITED IN ITS CHARTER OR CERTIFICATE OF INCORPORATION, AND TO TRANSACT BUSINESS IN THE STATE OF MARYLAND.

SECRETARY OF
DIVISION OF
97 NOV 5
FILED



IN WITNESS WHEREOF, I HAVE HEREUNTO SET MY HAND AND AFFIXED THE SEAL OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND AT BALTIMORE THIS 24TH DAY OF NOVEMBER, 1997.

Jacqueline C. James
JACQUELINE C JAMES
OFFICE SUPERVISOR I