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Robert U. Goldman Ltd.

ATTORNEYS AT LAW

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Robert U. Goldman
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VIA FEDERAL EXPRESS

February 3, 1998 000002422200--2

Brenda Tadlock
Limited Partnership Division
Secretary of State of Florida
409 East Gaines Street
Tallahassee, Florida 32399

-02/05/98-01003-009
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214
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SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED STATE

Dear Brenda:

Pursuant to our telephone conversation, enclosed are the following:

Re: King's Crossing Realty Corp.

1. fully executed Application by Foreign Corporation for Authorization to Transact Business in Florida (including attachment to form and King's Crossing Realty Corp.'s Good Standing Certificate from Nevada dated January 29, 1998);
2. New Century Investor Services, Inc. check #M1881 in the amount of \$70 covering your fee for item 1 above;

Re: Grace & Waring HRF Limited Partnership

3. fully executed Certificate of Amendment to Certificate of Limited Partnership;
4. Robert U. Goldman, Ltd. check #1059 in the amount of \$61.25 (which includes the \$52.50 filing fee for item 3 above).

Item 4 also includes a fee in the amount of \$8.75 to cover charges for a Certificate of Existence which we require on Grace & Waring HRF Limited Partnership. We have enclosed a Federal Express envelope and bill of lading for your convenience in returning the file copies and Certificate of Existence for delivery to us on Thursday, February 5, 1998.

If you should have any questions, please call Bob Goldman at (847) 432-3666. Your assistance in this matter is greatly appreciated. Thank you.

Very truly yours,

ROBERT U. GOLDMAN, LTD.

Marilyn Rothschild
Marilyn Rothschild

Enclosures

**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. King's Crossing Realty 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. Nevada 3. _____
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 1/28/98 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. 2/2/98
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.)

7. 600 Central Avenue, Suite 365
Highland Park, Illinois 60035-3257
(Current mailing address)

8. General Partner of a Florida limited partnership
(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: Jay Felner

Office Address: 4770 Tree Fern Drive

Delray Beach, Florida, 33445
(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.



(Registered agent's signature) (~~Officer~~)

Jay Felner, Registered Agent

(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: PLEASE SEE ATTACHED.

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: _____

Address: _____

Vice President: _____

Address: _____

Secretary: _____


Address: _____

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Treasurer: SEE ATTACHED.

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. Robert U. Goldman, Chairman
(Typed or printed name and capacity of person signing application)

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KING'S CROSSING REALTY CORP.

**Attachment to
Application by Foreign Corporation for Authorization
Transact Business in Florida**

12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: Robert U. Goldman
600 Central Avenue, Suite 365
Highland Park, Illinois 60035-3257

Vice Chairman: Nathan Wagner
600 Central Avenue, Suite 365
Highland Park, Illinois 60035-3257

Director: Jay Felner
625 Auburn Circle West
Delray Beach, Florida 33444

Director: Albert Schwartzberg
50 Main Street, 4th Floor, Suite 435
White Plains, New York 10606

Director: Charles Waxman
1695 Lake Cook Road, Apt. 229
Highland Park, Illinois 60035

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B. OFFICERS

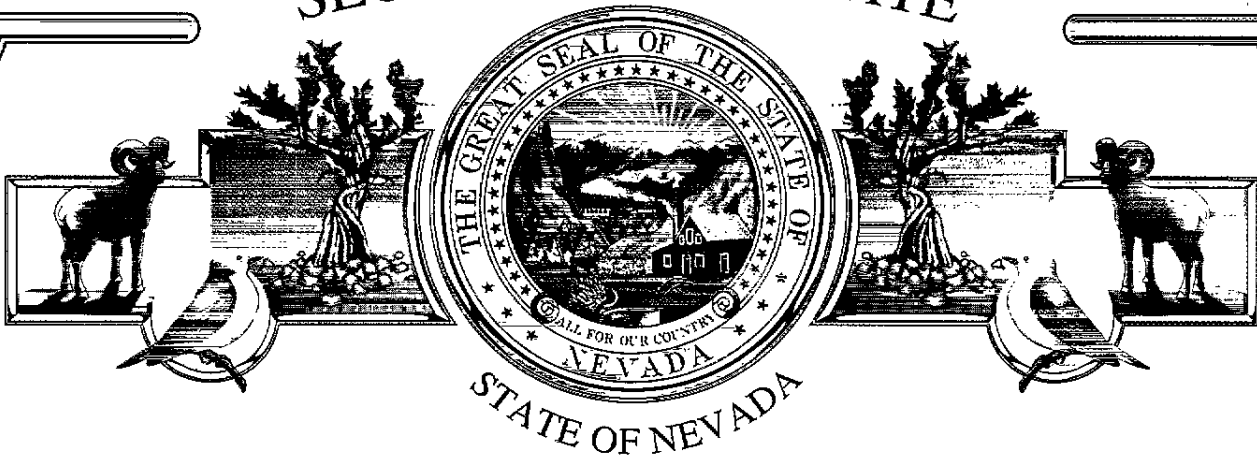
President: Nathan Wagner
600 Central Avenue, Suite 365
Highland Park, Illinois 60035-3257

Vice President: Robert U. Goldman
600 Central Avenue, Suite 365
Highland Park, Illinois 60035-3257

Secretary: Robert U. Goldman
600 Central Avenue, Suite 365
Highland Park, Illinois 60035-3257

Treasurer: Susan Wagner
600 Central Avenue, Suite 365
Highland Park, Illinois 60035-3257

SECRETARY OF STATE



CORPORATE CHARTER

I, DEAN HELLER, the duly elected and qualified Nevada Secretary of State, do hereby certify that **KING'S CROSSING REALTY CORP.** did on **January 28, 1998** file in this office the original Articles of Incorporation; that said Articles are now on file and of record in the office of the Secretary of State of the State of Nevada, and further, that said Articles contain all the provisions required by the law of said State of Nevada.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office, in Carson City, Nevada, on **January 29, 1998**.



Dean Heller

Secretary of State

By *B. Ryan*

Certification Clerk