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Robert U. Goldman Ltd.

ATTORNEYS AT LAW

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Robert U. Goldman  
Roberta Goldman  
(New York City Office)

(847) 432-3666

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(847) 432-4289

**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  
\*\*\*\*\*70.00 \*\*\*\*\*70.00  
LR  
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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DIVISION OF CORPORATIONS  
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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

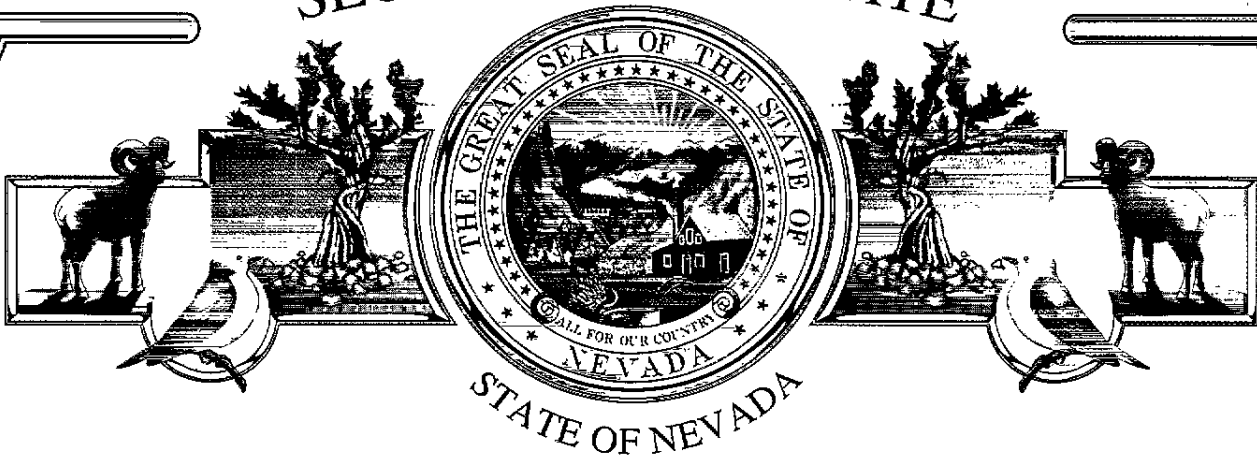
President: Nathan Wagner  
600 Central Avenue, Suite 365  
Highland Park, Illinois 60035-3257

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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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