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ACCOUNT NO. : 072100000032

REFERENCE : 719385 4320503

AUTHORIZATION :

COST LIMIT : \$ 70.00

Patricia Pyjunt

ORDER DATE : February 25, 1998

ORDER TIME : 9:59 AM

ORDER NO. : 719385-005

CUSTOMER NO: 4320503

600002442526--0

CUSTOMER: Kay Torpey, Legal Assistant
The Trump Group
Four Stage Coach Run
P.O. Box 186
East Brunswick, NJ 08816

FOREIGN FILINGS

NAME: WILLIAMS ISLAND OCEAN CLUB,
INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Andrew Cumper

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB 27 PM 12:09

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RECEIVED
98 FEB 27 AM 11:46
DIVISION OF CORPORATION

**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. WILLIAMS ISLAND OCEAN CLUB, 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. Delaware

(State or country under the law of which it is incorporated)

3. pending

(FEI number, if applicable)

4. November 20, 1997

(Date of Incorporation)

5. perpetual

(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. c/o Robert Vollrath; Williams Island Associates, Ltd.

7900 Island Blvd., Williams Island, FL 33160

(Current mailing address)

8. Any lawful activity

(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: Robert Finvarb, Esq.

Williams Island Associates, Ltd.

Office Address: 7900 Island Blvd.

Williams Island

, Florida,

33160

(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: 

(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.

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

A. DIRECTORS

Co-Chairman: Julius Trump

Address: 4000 Island Blvd.

Williams Island, FL 33160

Co-Vice Chairman: Eddie Trump

Address: 4000 Island Blvd.

Williams Island, FL 33160

Director: James M. Lieb

Address: c/o TG Management, LP

4000 Island Blvd., Williams Island, FL 33160

Director: -----

Address: -----

B. OFFICERS

President: -----

Address: -----

Vice President: James M. Lieb c/o TG Management, LP

Address: 4000 Island Blvd.

Williams Island, FL 33160

Secretary: James M. Lieb

Address: same as above

Treasurer: James M. Lieb

Address: same as above

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

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

14. James M. Lieb, Executive Vice President
(Typed or printed name and capacity of person signing application)

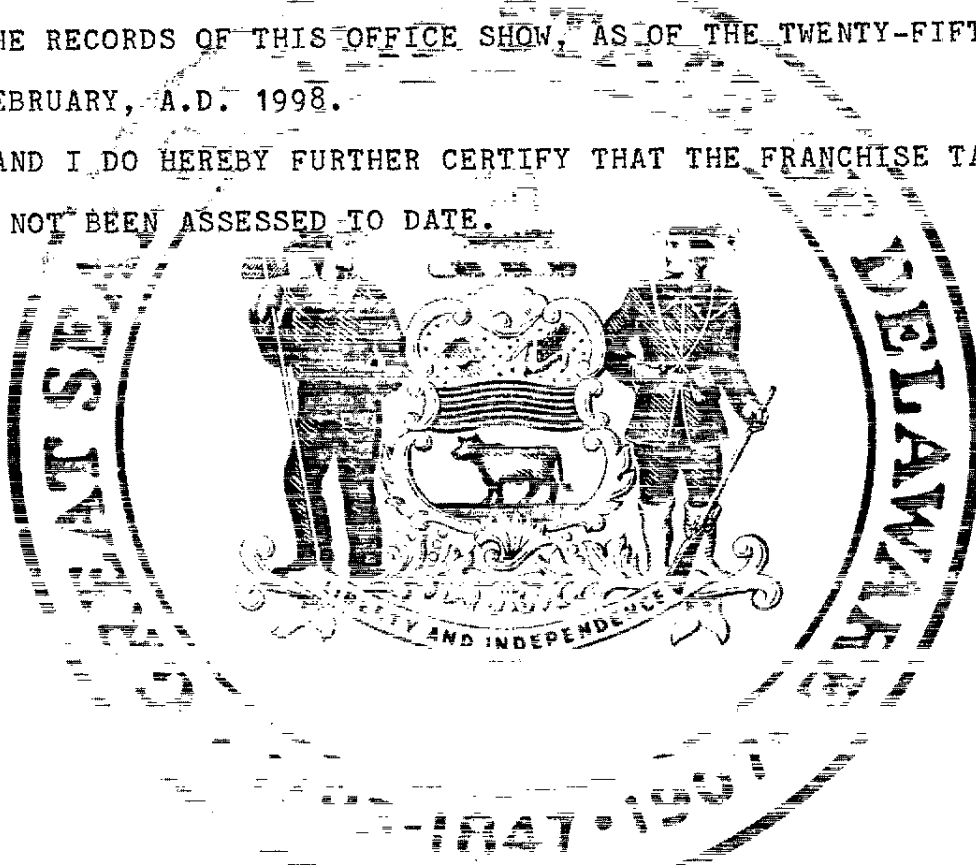
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DIVISION OF CORPORATIONS

State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "WILLIAMS ISLAND OCEAN CLUB, INC." 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 TWENTY-FIFTH DAY OF FEBRUARY, A.D. 1998.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



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SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB 27 PM 12:09



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION: 8940599

DATE: 02-25-98