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J. BRYAN MAR 6 2003



CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 072100000032

REFERENCE : 946172 4307439

AUTHORIZATION :

Patricia Pigeon

COST LIMIT : \$ 130.00

ORDER DATE : February 27, 2003

ORDER TIME : 9:16 AM

ORDER NO. : 946172-010

CUSTOMER NO: 4307439

CUSTOMER: Ms. Marie O'leary
Reed Smith LLP
2500 One Liberty Pl.
1650 Market Street
Philadelphia, PA 19103-7301

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TALLAHASSEE, FLORIDA

FOREIGN FILINGS

NAME: ATLANTIC & GULF LIMITED,
L.L.C.

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: SARA LEA ---EXT# 1114

EXAMINER: _____

APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO TRANSACTION BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACTION BUSINESS IN THE STATE OF FLORIDA:

1. ATLANTIC & GULF LIMITED, L.L.C.
(Name of foreign limited liability company)
2. NEW JERSEY
(Jurisdiction under the law of which foreign limited liability company is organized)
3. _____
(FEI number, if applicable)
4. February 14, 2003
(Date of Organization)
5. Perpetual
(Duration: Year limited liability company will cease to exist or "perpetual")
6. upon filing
(Date first transacted business in Florida. (See sections 608.501, 608.302, and 817.155, F.S.))
7. 314 ARDMORE ROAD
HO-HO-KUS, NJ 07423
(Street address of principal office)

8. If limited liability company is a manager-managed company, check here ☒

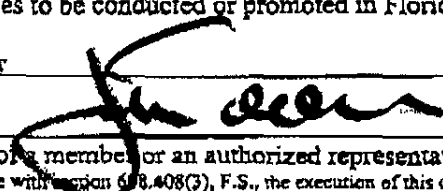
9. The name and usual business addresses of the managing members or managers are as follows:

JOHN J. DeLUCCA 314 ARDMORE ROAD HO-HO-KUS, NJ 07423

10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

11. Nature of business or purposes to be conducted or promoted in Florida: _____

REAL ESTATE MANAGEMENT


Signature of a member or an authorized representative of a member.
(In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

JOHN J. DeLUCCA

Typed or printed name of signee

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CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

ATLANTIC & GULF LIMITED, L.L.C.

2. The name and the Florida street address of the registered agent and office are:

CORPORATION SERVICE COMPANY
(Name)

1201 HAYS STREET
Florida street address (P.O. Box NOT ACCEPTABLE)

TALLAHASSEE FL 32301
(City/State/Zip)

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S.

Deborah D. Skipper
(Signature)

Deborah D. Skipper
Asst. V. Pres.

| | |
|-----------|----------------------------------|
| \$ 100.00 | Filing Fee for Application |
| \$ 25.00 | Designation of Registered Agent |
| \$ 30.00 | Certified Copy (optional) |
| \$ 5.00 | Certificate of Status (optional) |

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STATE OF NEW JERSEY
DEPARTMENT OF TREASURY
SHORT FORM STANDING

ATLANTIC & GULF LIMITED, L.L.C.

*I, the Treasurer of the State of New Jersey,
do hereby certify that the above-named
New Jersey Domestic Limited Liability Company was
registered by this office on February 14, 2003.*

*As of the date of this certificate, said business
continues as an active business in good standing
in the State of New Jersey, and its Annual Reports
are current.*

*I further certify that the registered agent and
registered office are:*

John J. Delucca
314 Ardmore Road
Ho-Ho-Kus, NJ 07423



IN TESTIMONY WHEREOF, I have
hereunto set my hand and
affixed my Official Seal
at Trenton, this
19th day of February, 2003

John E McCormac, CPA
State Treasurer

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DIV. OF CORPORATIONS
TALLAHASSEE, FLORIDA