

Document Number Only
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CT CORPORATION SYSTEM

660 EAST JEFFERSON STREET

Requestor's Name
TALLAHASSEE, FL 32301

Address
222-1092

City State Zip Phone

CORPORATION(S) NAME

8000001882598
-07/12/96--01082--003
*****70.00 *****70.00

Prorog. Placen Kelly Corp

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|--|---|---|
| <input checked="" type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Limited Liability Co. | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input checked="" type="checkbox"/> Foreign | <input type="checkbox"/> Reservation | <input type="checkbox"/> Change of R.A. |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Photo Copies | <input checked="" type="checkbox"/> Fictitious Name |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Call When Ready | <input checked="" type="checkbox"/> CUS |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Call if Problem | <input type="checkbox"/> After 4:30 |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| <input checked="" type="checkbox"/> Walk In | | |
| <input type="checkbox"/> Mail Out | | |

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Name Availability
Document Examiner
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CR2E031 (1-89)

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File 15

NOTE
Check for 6/92
Good to go
Qual is Limited

**APPLICATION BY FOREIGN CORPORATION FOR
AUTHORIZATION TO 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. Conway Plaza Realty Corp.
(Name of corporation)
2. Delaware
(State or country under the law of which it is incorporated)
3. July 9, 1996
(Date of incorporation)
4. Perpetual
(Duration)
5. Applied For
(Federal Employer Identification number, if applicable)
6. Upon the filing of this application
(Date first transacted business in Florida)
7. 455 Central Park Avenue, Suite 308, Scarsdale, New York 10583
(Current mailing address)
8. To own and manage real property
(Brief description of the nature of the business in which it is engaged in the state of Florida)
9. Names and address of officers and/or directors:

B. Officers:

President: Lynne Ward
Address: 485 West Putnam
Greenwich, Connecticut 06830

Vice President: Albert J. Cardinali
Address: Thacher Proffitt & Wood
Two World Trade Center, 39th Floor
New York, New York 10048

Vice President: Theodore Sannella
Address: 455 Central Park Avenue
Scarsdale, New York 10583

Secretary: Michael Romita
Address: 500 Mamaroneck Avenue
Harrison, New York 10528

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10. Name and Street address of Florida registered agent:

Name: CT Corporation System
Office Address: 1200 South Pine Island Road
Plantation, Florida 33324
Zip Code

11. 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.

Registered agent's signature:

Jonathan T. Tully
(Officer)
Jonathan T. Tully
Officer
(Type Name and Title of Officer)

12. 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.

13. The undersigned has made and signed this application this 9th day of July, 1996, and affirms that the statements contained herein are true under penalties of perjury.

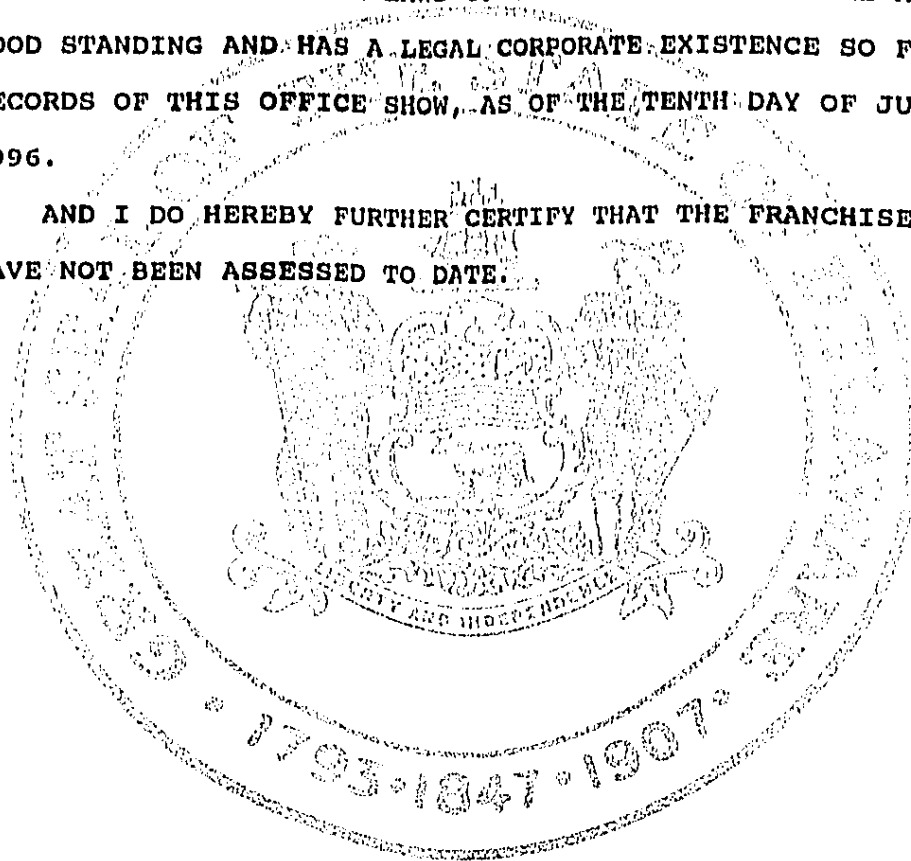
Albert J. Cardinali
Albert J. Cardinali, Vice President
of Conway Plaza Realty Corp.

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Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CONWAY PLAZA REALTY CORP." 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 TENTH DAY OF JULY, A.D. 1996.

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



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Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE:

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