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THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 906627 5024472

AUTHORIZATION : Patricia Pzyut

COST LIMIT : \$ 78.75

ORDER DATE : July 28, 1998

ORDER TIME : 2:27 PM

ORDER NO. : 906627-015

CUSTOMER NO: 5024472

CUSTOMER: Gary S. Kleinman, Esq
Solomon And Weinberg LLP
70 East 55th Street

New York, NY 10022

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUL 28 AM 7:58

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FOREIGN FILINGS

NAME: BLDG FLORIDA APARTMENT CORP.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tamara Odom

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File 2nd

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. BLDG FLORIDA APARTMENT 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. DELAWARE

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

3. _____

(FEI number, if applicable)

4. July 24, 1998

(Date of Incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. Contemplated to commence on July 30, 1998

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

7. c/o BLDG Associates, Inc. 52 Vanderbilt Avenue, New York, New York 10017

(Current mailing address)

8. To act as general partner and own and operate real property .

(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:** (P.O. Box or Mail Drop Box **NOT** acceptable)

Name: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee

, Florida,

32301

(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: Daren B. Gray
(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: (Street address **ONLY**- P.O. Box **NOT** acceptable)

A. DIRECTORS (Street address only- P.O. Box NOT acceptable)

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Lloyd Goldman

Address: c/o BLDG Associates, Inc.

52 Vanderbilt Avenue, New York, New York 10017

Director: _____

Address: _____

B. OFFICERS (Street address only- P.O. Box NOT acceptable)

President: Lloyd Goldman

Address: BLDG Associates, Inc.

52 Vanderbilt Avenue, New York, New York 10017

Vice President: Katja Goldman

Address: c/o BLDG Associates, Inc.

52 Vanderbilt Avenue, New York, New York 10017

Secretary: Dorian Goldman

Address: c/o BLDG Associates, Inc.


52 Vanderbilt Avenue, New York, New York 10017

Treasurer: _____

Address: _____

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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. LLOYD GOLDMAN

(Typed or printed name and capacity of person signing application)

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "BLDG FLORIDA APARTMENT 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 TWENTY-SEVENTH DAY OF JULY, A.D. 1998.

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

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07-27-98

Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE: