



THE UNITED STATES
CORPORATION
COMPANY

FOI 000000780

ACCOUNT NO. : 072100000032

REFERENCE : 996116 7238566

AUTHORIZATION :

COST LIMIT : \$ 70.00

Patricia Pigato

FILED
01 FEB -9 PM 12:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : February 8, 2001

ORDER TIME : 10:21 AM

ORDER NO. : 996116-005

500003672325--7

CUSTOMER NO: 7238566

CUSTOMER: Allison Forrester, Paralegal
Post & Heymann LLP Vi
100 Jericho Quadrangle Ste.214
Jericho, NY 11753

FOREIGN FILINGS

NAME: GFB-WORTHINGTON/PALM VILLAS
INC.

5

RECEIVED
01 FEB -9 AM 10:46
DIVISION OF CORPORATION

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

Bn
2/9

CONTACT PERSON: Sandra Mathis -- EXT# 1165

EXAMINER: _____

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. GFB-Worthington/Palm Villas 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 3. _____
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 1/26/2001 5. perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. upon qualification
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 100 Jericho Quadrangle, Suite 214, Jericho, NY 11753
(Principal office address)
- 100 Jericho Quadrangle, Suite 214, Jericho, NY 11753
(Current mailing address)
8. To act as a general partner of a real estate owning partnership in Florida.
(Purpose(s) of corporation authorized in home state or country to be carried out in 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
(City) (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.

Corporation Service Company

Judith Morgan, Asst. V.P.
(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.

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

A. DIRECTORS

Chairman: See attached officers/directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See attached officers/directors rider

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

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. _____

John Alba Vice President

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

FILED
FEB - 9 PM 12:55
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

GFB-Worthington/Palm Villas Inc.

OFFICERS:

NAME

Michael Ashner
Peter Braverman

Carolyn Tiffany

Lara Sweeney
John D. Alba
Tom Staples
Dayna Demarco

Beverly Bergman

Allison Forrester
Amy Gruca
John Garilli

Holly Loose

OFFICE

Chief Executive Officer/President
Executive Vice President/Assistant
Secretary
Chief Operating Officer/Executive Vice
President/Secretary
Senior Vice President/Assistant Secretary
Vice President/Assistant Secretary
Chief Financial Officer/Treasurer
Assistant Vice President/Assistant
Secretary
Assistant Vice President/Assistant
Secretary
Assistant Secretary
Assistant Secretary
Assistant Vice President/Assistant
Treasurer
Assistant Vice President

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DIRECTORS:

Michael L. Ashner
Peter Braverman

***** All officers and directors have an address c/o GFB-AS Investors, LLC
100 Jericho Quadrangle
Suite 214
Jericho, NY 11753

State of Delaware

PAGE 1

Office of the Secretary of State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "GFB-WORTHINGTON/PALM VILLAS 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 EIGHTH DAY OF FEBRUARY, A.D. 2001.

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

FILED
01 FEB -9 PM 12:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3349250 8300

AUTHENTICATION: 0962203

010064132

DATE: 02-08-01



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Director: _____

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B. OFFICERS

President: See attached officers/directors rider

Address: _____

Vice President: _____

Address: _____

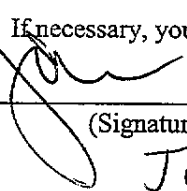
Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

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Amy Grucan
John Garilli

Holly Loose

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Executive Vice President/Assistant
Secretary
Chief Operating Officer/Executive Vice
President/Secretary
Senior Vice President/Assistant Secretary
Vice President/Assistant Secretary
Chief Financial Officer/Treasurer
Assistant Vice President/Assistant
Secretary
Assistant Vice President/Assistant
Secretary
Assistant Secretary
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Assistant Vice President/Assistant
Treasurer
Assistant Vice President

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