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WALLAHASSEE, FL 32301-2607

800-342-8086

A96000002001



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PROFESSIONAL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 134164 4323852

AUTHORIZATION :

COST LIMIT : \$ 148.75

Patricia Pizito

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
OCT 28 PM 2:27

ORDER DATE : October 28, 1996

ORDER TIME : 10:18 AM

800001987188--0

ORDER NO. : 134164-010

CUSTOMER NO: 4323852

CUSTOMER: Mary Fendle, Legal Assistant
Dean Mead Egerton Bloodworth
Suite 1500
800 North Magnolia Avenue
Orlando, FL 32803

FOREIGN FILINGS

NAME: LA PROVENCE ASSOCIATES LIMITED
PARTNERSHIP

*****FILE SECOND

XXXX QUALIFICATION (TYPE: LP)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- XX CERTIFIED COPY
- PLAIN STAMPED COPY
- XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

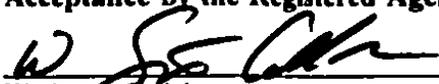
BK

10/28/96

RECEIVED
96 OCT 28 AM 11:27
DIVISION OF CORPORATION

**APPLICATION BY FOREIGN LIMITED PARTNERSHIP FOR AUTHORIZATION
TO TRANSACT BUSINESS IN FLORIDA**

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
96 OCT 26 PM 2:27

1. **The name of the limited partnership as it is in the home state:** La Provence Associates Limited Partnership.
2. **If name is unavallable, name under which the limited partnership proposes to register or transact business in Florida:** N/A
3. **State of Formation:** Delaware
4. **Date of Formation:** October 25, 1996
5. **Name of Registered Agent for Service of Process:** W. Scott Callahan.
6. **Street Address of Registered Office:** 28 E. Washington Street, Orlando, Florida 32802
7. **Acceptance by the Registered Agent for Service of Process:**

W. Scott Callahan
8. **Address of registered office required in state of formation or, if not required, address of principal office:** 1013 Centre Road, Wilmington, Delaware 19805
9. **NAMES OF GENERAL PARTNERS** **SPECIFIC ADDRESS**
La Provence Realty Corp. F46000005582 550 Mamaroneck Avenue
Harrison, New York 10528
10. **Office where names, addresses and contributions of limited partners are kept:**
550 Mamaroneck Avenue, Harrison, New York 10528.
11. **The limited partnership will undertake to keep the records listing the addresses and capital contributions of the limited partner or limited partners until the limited partnership's registration in Florida is cancelled or withdrawn.**

12. Mailing address of limited partnership: 550 Mamaroneck Avenue, Harrison, New York 10528.

This 24th day of October, 1996.

GENERAL PARTNER:

LA PROVENCE REALTY CORP., a Delaware corporation

By: *W. Scott Callahan*
W. Scott Callahan, Vice President

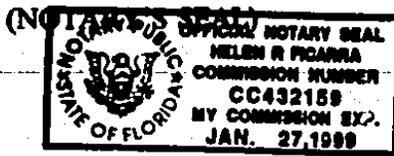
FILED SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 OCT 28 PM 2:27

STATE OF FLORIDA

COUNTY OF ORANGE

The foregoing instrument was acknowledged and sworn before me this 24th day of October, 1996, by W. SCOTT CALLAHAN, as Vice President of LA PROVENCE REALTY CORP., a Delaware corporation, as the sole general partner and on behalf of LA PROVENCE ASSOCIATES LIMITED PARTNERSHIP, a Delaware limited partnership. Said person (check one) is personally known to me, produced a driver's license (issued by a state of the United States within the last five (5) years) as identification, or produced other identification, to wit: _____

Helen R. Picarra
Print Name: _____
Notary Public, State of Florida
My Commission Expires: _____
Commission Number: _____



F:\TAX\JDCLAPROVEN.APP

STATE OF FLORIDA

COUNTY OF ORANGE

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 OCT 28 PM 2:27

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned, personally appeared W. SCOTT CALLAHAN, Vice President of LA PROVENCE REALTY CORP., the sole general partner of LA PROVENCE ASSOCIATES LIMITED PARTNERSHIP, a Delaware limited partnership (the "Partnership"), of Orange County, Florida, who upon being duly sworn, certified as follows:

1. The amount of capital contributions to the Partnership made by the limited partners is \$100.00.
2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is \$0.00.

FURTHER AFFIANT SAYETH NOT.

Under penalties of perjury, I declare that I have read the foregoing and that the facts alleged are true, to the best of my knowledge and belief.

GENERAL PARTNER

LA PROVENCE REALTY CORP.

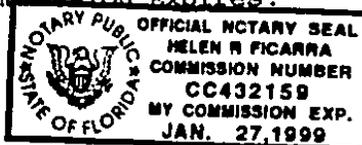
Date: October 24, 1996

By: W. Scott Callahan
W. Scott Callahan, Vice President

Sworn to and subscribed before me this 24th day of October, 1996, by W. SCOTT CALLAHAN, Vice President of LA PROVENCE REALTY CORP., as General Partner on behalf of LA PROVENCE ASSOCIATES LIMITED PARTNERSHIP, a Delaware limited partnership. He (check one) is personally known to me, produced a driver's license (issued by a state of the United States within the last five (5) years) as identification, or produced other identification, to wit: _____

Helen R. Ficarra
Print Name: _____
Notary Public - State of Florida
Commission No.: _____
My Commission Expires: _____

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A 96 0000 0 2001

ACCOUNT NO. : 072100000032

REFERENCE : 516575 7107883

AUTHORIZATION :

200002298072-4
-09/19/97--01076--007
***1750.00 ***1750.00

COST LIMIT : PRE PAID

ORDER DATE : September 3, 1997
ORDER TIME : 10:49 AM
ORDER NO. : 516575-005
CUSTOMER NO: 7107883
CUSTOMER: Ms. Sterling Dixon
STUMP STOREY & CALLAHAN, P.A.
P. O. Box 3388
Orlando, Fl, 32802-3388

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 SEP -3 PM 4: 08

DOMESTIC FILING

NAME: LA PROVENCE REALTY CORP.

G. TAX FILING 1750
R. AGENT FEE _____
S. COPY _____
TOTAL 1,750.00
V. BANK _____
BALANCE DUE _____
FEES _____

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
XX PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Andrew Cumper

EXAMINER'S INITIALS:

Handwritten initials: BK 9/3/97
Stamp: DIVISION OF CORPORATIONS
Stamp: SEP 14 1997



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

RECEIVED
97 SEP 17 PM 2:33
DIVISION OF CORPORATION

RESUBMIT

Please give original
submission date as file date

September 3, 1997

ANDREW CUMPER
CSC NETWORKS
TALLAHASSEE, FL

SUBJECT: LA PROVENCE REALTY CORP.
Ref. Number: F96000005582

We have received your document for LA PROVENCE REALTY CORP. and check(s) totaling \$1785.00. However, your check(s) and document are being returned for the following:

LA PROVENCE REALTY CORP. is a corporation. You can't file a SUPPLEMENTAL AFFIDAVIT on a corporation.

We believe that this Supplemental Affidavit is actually supposed to be filed on LA PROVENCE ASSOCIATES LIMITED PARTNERSHIP. This is a FLORIDA LIMITED PARTNERSHIP. The General Partner of LA PROVENCE ASSOCIATES LIMITED PARTNERSHIP is LA PROVENCE REALTY CORP., which is a DELAWARE corporation.

Please correct the SUPPLEMENTAL AFFIDAVIT.

If the Affidavit really is supposed to be filed on LA PROVENCE ASSOCIATES LIMITED PARTNERSHIP, the filing fee will be ONLY \$1,750.00. We will NOT need the additional \$35.00 check.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6914.

Buck Kohr
Corporate Specialist

Letter Number: 397A00044010

**SUPPLEMENTAL AFFIDAVIT OF
CAPITAL CONTRIBUTIONS**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 SEP -3 PM 4:09

The undersigned general partner of La PROVENCE ASSOCIATES LIMITED PARTNERSHIP, a Florida limited partnership, executed this supplemental affidavit filed pursuant to Section 620.176 Florida Statutes.

The total amount of the capital contributions of the limited partners that is allocated for the purpose of transacting business in Florida is \$360,000.00.

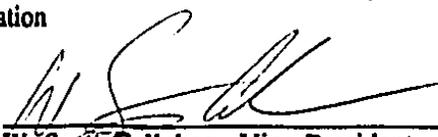
FURTHER AFFIANT SAYETH NOT.

Under penalties of perjury I declare that I have read the foregoing and that the facts are true, to the best of my knowledge and belief.

GENERAL PARTNER:

LA PROVENCE REALTY CORP., a Delaware corporation

Date: August 27, 1997

By: 
W. Scott Callahan, Vice President

STATE OF FLORIDA

COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 27 day of August, 1997, by W. Scott Callahan, as Vice President of La Provence Realty Corp., a Delaware corporation, on behalf of the corporation. Said person (check one) is personally known to me; produced a driver's license (issued by the state of the United States within the last five (5) years as identification; or produced other identification, to wit: _____


Print Name: Sterling Wheeler Dixon
Notary Public, State of Florida
Commission No.: CC621316
My Commission Expires: 02/13/01