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ALBANY, NEW YORK 12205

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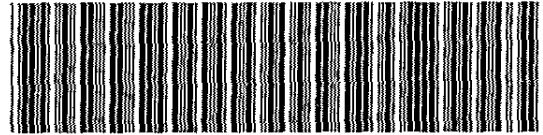
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Nancy M. Greene
ngreene@sgmalbany.com

June 2, 2005

TRANSMITTAL LETTER

Florida Department of State
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: MM Family Partnership IV, L.P.

Dear Sir or Madam:

The enclosed "Application by Foreign Limited Partnership for Authorization to Transact Business in Florida" and Affidavit of Capital Contributions, both in duplicate, and check are submitted relative to registration of the above referenced foreign limited partnership to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Kenneth B. Segel, Esq.
Segel, Goldman, Mazzotta & Siegel, P.C.
9 Washington Square
Albany, New York 12205

Enclosed is our check in the sum of \$ 96.25 representing your fee in this regard, made payable to the "Department of State", itemized as follows:

1. Fee to file the application and affidavit - \$52.50
2. Designation of registered agent - \$35.00
3. Certificate under seal - \$8.75

For further information concerning this matter, please feel free to contact me at the above telephone number.

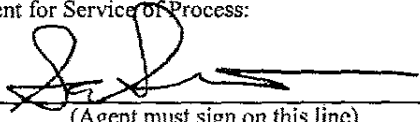
Very truly yours,

SEGEL, GOLDMAN, MAZZOTTA & SIEGEL, P.C.

Nancy M. Greene
Nancy M. Greene

NMG/pdm
Enclosures

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

1. MM Family Partnership IV, L.P.
(Name of limited partnership as it is in the home state)
2. MM Family Partnership IV, Limited Partnership
(If name is unavailable, name under which the limited partnership proposes to register or transact business in Florida;
must contain the word "LIMITED" or "LTD.")
3. New York 4. February 24, 2005
(State of Formation) (Date of Formation)
5. Samuel Sutton
(Name of Registered Agent for Service of Process)
6. 1725 University Drive
(Street Address of Registered Office)
- Coral Springs, Florida 33071
(City) (Zip Code)
7. Acceptance by the Registered Agent for Service of Process:

(Agent must sign on this line)
8. 255 Washington Avenue Extension
Albany, New York 12205
(Address of registered office required in state of formation or, if not required, address of principal office.)
- | 9. NAMES OF GENERAL PARTNERS | STREET ADDRESS |
|----------------------------------|--|
| <u>MRP-MM Associates, L.L.C.</u> | <u>255 Washington Avenue Extension</u> |
| <u>M05-3212</u> | <u>Albany, New York 12205</u> |
10. same as above
(Office where Names, Addresses and Contributions of Limited Partners are kept.)
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 canceled or withdrawn.

CONTINUED

12. 255 Washington Avenue Extension

Albany, New York 12205

(Mailing Address of Limited Partnership)

Under penalties of perjury I, being duly sworn, declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

Signed this 23rd day of February, 2005

[Signature]
General Partner

STATE OF NEW YORK

COUNTY OF ALBANY

On this 23rd day of February, 2005

Norman Massry, personally appeared before me,

☒ who is personally known to me

☐ whose identity I proved on the basis of _____

[Signature]
(Notary Public Signature)

PATRICIA D. MORIN
Notary Public, State of New York
Qualified in Albany County
Reg. No. 4631814
Commission Expires December 31, 2006

Seal

My Commission Expires: _____

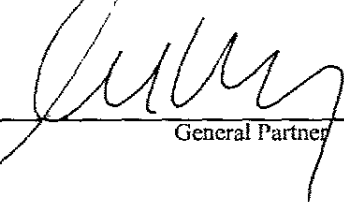
AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR A FOREIGN LIMITED PARTNERSHIP

BEFORE ME the undersigned personally appeared Norman Massry, Member, MRP Associates, L.L.C.,
Sole Member, MRP-MM Associates, L.L.C.,
a general partner of MM Family Partnership IV, L.P., a (an) New York
limited partnership, hereinafter referred to as the "Partnership", who certifies as follows:

1. The amount of capital contributions of the limited partners is \$ 1.00.
2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is \$ 1.00.

Under the penalties of perjury I, being duly sworn, declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

Signed this 23rd day of February, 2005.



General Partner

STATE OF NEW YORK


COUNTY OF ALBANY

On this 23rd day of February, 2005,

Norman Massry, personally appeared before me,

☒ who is personally known to me

☐ whose identity I proved on the basis of _____



(Notary Public Signature)

PATRICIA D. MORIN
Notary Public, State of New York
(Notary Public Name)
Reg. No. 4631814
Commission Expires December 31, 2006
Seal My Commission Expires: _____