


800 342-8036



ACCOUNT No. : 072100000032

REFERENCE : 96-4494 4300087

AUTHORIZATION

COST LIMIT : \$140.00

ORDER DATE : May 23, 1996

ORDER TIME : 11:22 AM

ORDER NO. : 964494

CUSTOMER NO: 4300087

CUSTOMER: Fran Black, Legal Asst
Bachner Tally Polevoy & Mishner
380 Madison Avenue
18th Floor
New York, NY 100172513

FOREIGN FILINGS

NAME: TGM REALTY PARTNERS II L.P.

XXXX QUALIFICATION (TYPE: LP)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX_____ CERTIFIED COPY
 _____ PLAIN STAMPED COPY
 _____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Daniel W Leggett

Florida Department of State, Sandra B. Mortham, Secretary of State

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

1. TGM Realty Partners II L.P.
(Name of limited partnership as it is in the home state)
TGM REALTY PARTNERS II LIMITED PARTNERSHIP
2. 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. Delaware 4. 3/10/92
(State of Formation) (Date of Formation)

5. The Prentice-Hall Corporation System, Inc.
(Name of Registered Agent for Service of Process)

6. 1201 Hays Street, Suite 105
(Street Address of Registered Office)
Tallahassee, Florida 32301
(City) (Zip Code)

7. Acceptance by the Registered Agent for Service of Process.
The Prentice-Hall Corporation System, Inc.

By: Patty Pizzuto
Patty Pizzuto, Assistant Secretary (Agent must sign on this line)

8. 1201 Hays Street, Tallahassee, Florida 32301
(Address of registered office required in state of formation or, if not required, address of principal office.)

9. NAMES OF GENERAL PARTNERS STREET ADDRESS

TGM Associates L.P., 650 Fifth Ave., 28th Floor, New York, NY 10019

10. New York office 650 Fifth Avenue, New York, New York 10019
(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of the limited partner or limited partners until the limited partnership's registration in Florida is cancelled or withdrawn.

CONTINUED

12 TGM Associates L.P., 650 Fifth Avenue, New York, New York 10019

(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.

This day of May, 1996

TGM Associates L.P., a New York limited partnership
By: TJG Holdings, Inc., a New York Corporation, its
General Partner

By:

Thomas Gochberg
General Partner Thomas Gochberg, Its President

STATE OF NEW YORK

COUNTY OF NEW YORK

On this 21st day of May, 19 96, THOMAS GOCHBERG

personally appeared before me,



who is personally known to me



whose identity I proved on the basis of _____

Notary Public, New York
Commission Expires December 23, 1997

Diana McFarland Hein
(Notary Public Signature)

DIANA MCFARLAND HEIN
(Notary's Printed Name)

Seal

My Commission Expires: December 23, 1996

**AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR FOREIGN LIMITED
PARTNERSHIP**

BEFORE ME the undersigned personally appeared Thomas Gochberg, President of
a general partner of TGM Realty Partners a (an) Delaware limited partnership,
II L.P.
hereinafter referred to as the "Partnership", who certifies as follows:

1. The amount of capital contributions of the limited partners is \$ 16,050,000
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.

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.

This 21st day of May, 19 96.

TGM Associates L.P., a New York limited partnership
By: TJG Holdings, Inc., a New York corporation, Its
General Partner

By: Thomas Gochberg
General Partner Thomas Gochberg, Its President

STATE OF NEW YORK

COUNTY OF NEW YORK

On this 21st day of May, 19 96,

personally appeared before me,

☒ who is personally known to me

☐ whose identity I proved on the basis of _____

DIANA HEIN
Notary Public, State of New York
No 31 4990007
Qualified in New York City
Commission Expires _____

Diana Heintzland Hein
(Notary Public Signature)

DIANA HEINTZLAND HEIN
(Notary's Printed Name)

Seal

My Commission Expires: 12/23/97

B96 000000 230

1/06/97 CORPORATE DETAIL RECORD SCREEN
 NUM: B96000000230 ST:DE ACTIVE/FOREIGN LP FLD: 06/21/1996
 ACT CONT: 0.00
 NAME : TGM REALTY PARTNERS II LIMITED PARTNERSHIP
 CROSS REF: TGM REALTY PARTNERS II L.P.
 PRINCIPAL: 1201 HAYS STREET
 ADDRESS TALLAHASSEE, FL 32301
 MAILING : 650 FIFTH AVENUE
 ADDRESS NEW YORK, NY 10019
 RA NAME : THE PRENTICE-HALL CORPORATION SYSTEM, INC.
 RA ADDR : 1201 HAYS STREET
 SUITE 105
 TALLAHASSEE, FL 32301 US
 ANN REP : * NONE FILED *

9:25 AM

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 DEC 30 PM 12:06

1. MENU, 3. PARTNERS

ENTER SELECTION AND CR:

Name	Availability
Student	000
Teacher	00
Librarian	0
Admin. / Teacher's Asst.	000
Video Operator	000

increasing to
\$2,156,346

300002055633--5
-01/13/97--01041--019
***2326.25 ***1750.00

C. TAX _____
 FILING _____ 1750.00
 R. REG. FEE _____
 C. SALT _____
 TOL _____
 N. BANK _____
 BALANCE DUE _____
 REFUND _____

**CERTIFICATE OF AMENDMENT
TO
APPLICATION FOR REGISTRATION
OF**

TGM Realty Partners II L.P.

Pursuant to the provisions of section 620.173, Florida Statutes, this foreign limited partnership hereby submits this certificate of amendment to the registration application:
The registration application is amended as follows:

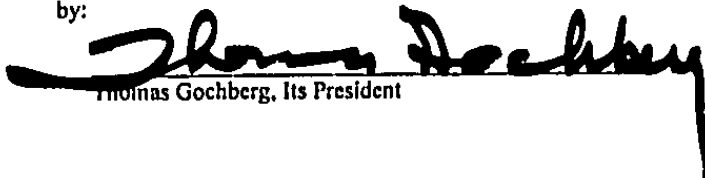
The total amount of the capital contributions of the limited partners that is allocated for the purpose of transacting business in Florida is \$2,156,346.

by: TGM Realty Partners II L.P.

by: TGM Associates L.P., a New York Limited Partnership

by: TJG Holdings Inc., a New York Corporation, Its General Partner

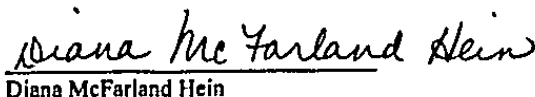
by:


Thomas Gochberg, Its President

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 DEC 30 PM 12: 06

State of New York
County of New York

On this 23rd day of December, 1996, Thomas Gochberg personally appeared before me, and is personally known to me:


Diana McFarland Hein

DIANA MCFARLAND HEIN
Notary Public, State of New York
No. 31-4990007
Qualified in New York County
Commission Expires 12/23/99

My commission expires: 12/23/97
Filing Fee: \$52.50