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660 East Jefferson Street
Address
Tallahassee, Florida 32301
City State Zip Phone

CORPORATION(S) NAME

900001957259
-03/26/96--01005--004
****87.50 ****87.50

Plaza Fifth Avenue Limited Partnership

900001957259
-03/26/96--01005--005
***1750.00 ***1750.00

- ☐ Profit
☐ NonProfit
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☐ Limited Partnership
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9/23/96

G. TAX _____
FILING _____
P. AGENT FEE 1752.00
C. COPY 35.00
TOTAL 52.00
1. BANK 1877.50
BALANCE DUE _____
FUND _____

RECEIVED
95 SEP 23 11 19
DIVISION OF
REGISTRATION

BK
9/23/96

Florida Department of State, Jim Smith, Secretary of State

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 SEP 23 PM 3:55

1. PLAZA FIFTH AVENUE LIMITED PARTNERSHIP

(Name of limited partnership as it is in the home state;

2.

(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

(State of Formation)

4. September, 1996

(Date of Formation)

5.

C T CORPORATION SYSTEM

(Name of Registered Agent for Service of Process)

6.

c/o C T Corporation System, 1200 South Pine Island Road
(Street Address of Registered Office)

Plantation

(City)

, Florida

33324

(Zip Code)

7. Acceptance by the Registered Agent for Service of Process.

Connie Bryan
(Officer must sign on this line)

CONNIE BRYAN

SPECIAL ASSISTANT SECRETARY

(Type Name and Title of Officer)

8. 375 Park Ave., New York, NY 10152

(Address of Registered Office required in State of Formation or, if not required, Address of Principal Office.)

9. NAME OF GENERAL PARTNERS

Wetenhall Realty Corporation

SPECIFIC ADDRESS

c/o McConnell, Wetenhall &
Co., Inc.
375 Park Avenue
New York, New York 10152

F96000002708

10. c/o McConnell, Wetenhall & Co., Inc., 375 Park Ave., New York, NY 10152

(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of the limited partner or limited partners until the limited partnership's registration in Florida is cancelled or withdrawn.

12. c/o The Colony Hotel, 155 Hammon Avenue, Palm Beach, Florida 33480

(Mailing Address of Limited Partnership)

This _____ day of September, 19 96.

WETENHALL REALTY CORPORATION

General Partner

STATE OF FLORIDA

COUNTY OF

THE FOREGOING instrument was acknowledged and sworn to before me this 7th day of September, 19 96, by Robert C. Wetenhall, President of Wetenhall Realty Corporation (Name of General Partner) of

Plaza Fifth Avenue Limited Partnership

(Name of Limited Partnership), A Delaware (State or Country) Limited Partnership, on behalf of the Limited Partnership.

Jody D Martin
Notary Public

State of Florida at Large

(SEAL)

My Commission Expires:



JODY D MARTIN
My Commission CC356060
Expires Mar. 24, 1998
Bonded by ANG
800-852-5878

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 SEP 23 PM 4:35

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned, personally appeared Robert C. Wetenhall, the president of Wetenhall Realty Corporation, the general partner of Fifth Avenue Plaza Limited Partnership, a Delaware limited partnership, hereinafter referred to as the "Partnership," who certifies as follows:

1. The amount of capital contributions of the limited partners is \$ 1,637,848.
2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is \$ 1,077,848.

This ____ day of September, 1996.

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.

WETENHALL REALTY CORPORATION

By:

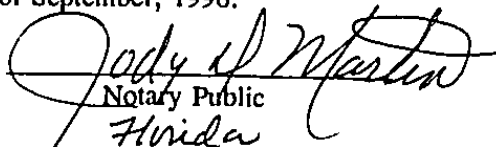

Robert C. Wetenhall
President

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 SEP 23 PM 4:35

STATE OF FLORIDA
COUNTY OF Palm Beach
DATE September 7, 1996

BEFORE ME, the undersigned officer, a Notary Public authorized to administer oaths and to take acknowledgements in and for the State and County set forth above, personally appeared Robert C. Wetenhall (General Partner), known to me and known by me to be the person who executed the foregoing Affidavit of Capital Contributions, and he acknowledged to me and before me that he executed this Affidavit as General Partner of said partnership.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 7 day of September, 1996.


Notary Public
Florida
State of New York at Large
My Commission Expires:

Seal



JODY D MARTIN
My Commission OC398060
Expires Mar. 24, 1998
Bonded by ANB
800-852-5878