

B97000000570



ACCOUNT NO. : 072100000032

REFERENCE : 570486 4300043

AUTHORIZATION :

Patricia Pizito

COST LIMIT :

\$ ~~70.00~~

ORDER DATE : October 20, 1997

ORDER TIME : 1:45 PM

418.26

200002328532--1

ORDER NO. : 570486-025

CUSTOMER NO: 4300043

CUSTOMER: Mr. Andrew S. Borrok
Proskauer Rose LLP
1585 Broadway

New York, NY 10036-8299

FOREIGN FILINGS

NAME: SANZAR II LIMITED PARTNERSHIP

XXXX QUALIFICATION (TYPE: LP)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jon A Bowling

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 OCT 23 PM 4:02

RECEIVED
97 OCT 23 PM 3:30
DIVISION OF CORPORATION

BK 10/23/97

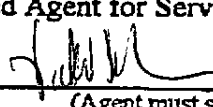
Florida Department of State, Sandra B. Mortham, Secretary of State

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 OCT 23 PM 4:02

1. Sanzar II 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 4. 11/9/90
(State of Formation) (Date of Formation)
5. Corporation Service Company
(Name of Registered Agent for Service of Process)
6. 1201 Hays Street
(Street Address of Registered Office)
Tallahassee, Florida 32301
(City) (Zip Code)

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

- 
(Agent must sign on this line)
Vicki Schreiber, Asst. V. P.
8. c/o Newkirk Management Co., L.P. 500 West Putnam Ave., Greenwich CT 06830
(Address of registered office required in state of formation or, if not required, address of principal office.)

9. NAMES OF GENERAL PARTNERS

STREET ADDRESS

Sanzar Manager LLC

c/o Newkirk Management Co., L.P.

mq700000703

500 West Putnam Ave., Greenwich CT 06830

10. c/o Newkirk Management Co., L.P. 500 West Putnam Ave., Greenwich CT 06830
(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 Newkirk Management Co., L.P. 500 West Putnam Ave., Greenwich CT 06830

(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 October, 1997

Sanzar II Limited Partnership

By: Sanzar Manager LLC, General Partner

By: Sanzar Corp., a member

By:

Jay Chaznoff, Vice President

STATE OF New York

COUNTY OF New York

On this 16th day of October, 1997, Jay Chaznoff

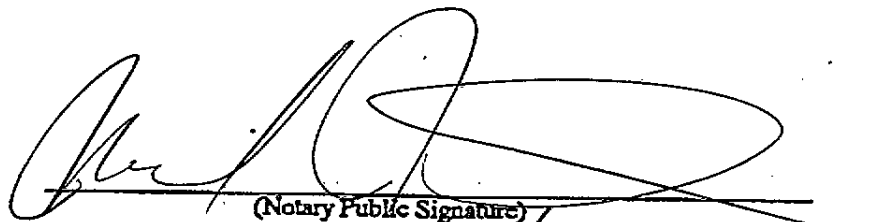
personally appeared before me,



who is personally known to me



whose identity I proved on the basis of _____



(Notary Public Signature)

Michael Martinez

(Notary's Printed Name)

Seal

My Commission Expires: OCT. 15, 1999

MICHAEL MARTINEZ
Notary Public, State of New York
No. 01MA4987374
Qualified in Queens County
Commission Expires Oct. 15, 1999

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR FOREIGN LIMITED PARTNERSHIP

Jay Chazanoff, Vice-President of Sanzar Corp., a member of
BEFORE ME the undersigned personally appeared *Sanzar Manager LLC*
a general partner of *Sanzar II Limited Partnership*, a (an) *Delaware* limited partnership,
hereinafter referred to as the "Partnership", who certifies as follows:

1. The amount of capital contributions of the limited partners is \$ *177,291.75*.
2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is \$ *54,751.65*.

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 *16* day of *October*, 19 *97*.

Sanzar II Limited Partnership
By: Sanzar Manager LLC, General Partner
By: Sanzar Corp., a member
By: *[Signature]*

Jay Chazanoff, Vice President

STATE OF *New York*

COUNTY OF *New York*

On this *16th* day of *October*, 19 *97*, *Jay Chazanoff*

personally appeared before me,



who is personally known to me



whose identity I proved on the basis of _____

MICHAEL MARTINEZ
Notary Public, State of New York
No. 01MA4987374
Qualified in Queens County
Commission Expires Oct. 15, 1999

[Signature]
(Notary Public Signature)
Michael Martinez
(Notary's Printed Name)

Seal

My Commission Expires: *OCT. 15, 1999*

FILED
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91 OCT 23 PM 4:02