



THE UNITED STATES
CORPORATION
COMPANY

B97000000582

ACCOUNT NO. : 072100000032

REFERENCE : 582641 4300090

AUTHORIZATION :

COST LIMIT : \$ 87.50

Patricia Pizutto

ORDER DATE : October 29, 1997

ORDER TIME : 11:07 AM

ORDER NO. : 582641-005

100002333811--3

CUSTOMER NO: 4300090

CUSTOMER: Mary A. Roma, Legal Assistant
Baer, Marks & Upham
805 Third Avenue, 19th Floor

New York, NY 10022

FOREIGN FILINGS

NAME: GRAND CRU PROPERTY TWO L.P.

XXXX QUALIFICATION (TYPE: LP)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XXXX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Stacy L Earnest

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 OCT 30 PM 2:40

RECEIVED
97 OCT 30 AM 11:35
DIVISION OF CORPORATION

BK
10/30/97

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

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

1. Grand Cru Property Two L.P.
(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.") 7

3. Delaware 4. October 28, 1997
(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.

By: Karen B. Rozar Karen B. Rozar, As Its Agent
(Agent must sign on this line)

8. 1013 Centre Road, Wilmington, Delaware 19805
(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>Grand Cru Morning GP LLC</u>	<u>420 Lexington Ave.; Suite 2702</u> <u>New York, NY 10170</u>

M97000000716

10. 420 Lexington Avenue; Suite 2702; New York, NY 10170
(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of the limited partner or limited partners until the limited partnership's registration in Florida is cancelled or withdrawn.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

FILED
STATE
SECRETARY OF
DIVISION OF CORPORATIONS
97 OCT 30 PM 2:40

12. 420 Lexington Avenue; Suite 2702
New York, NY 10170
(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 29th, October, 19 97
GRAND CRU MORNING GP LLC, general partner
By: [Signature]
Gary Tischler, Vice President

FILED
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
91 OCT 30 PM 2:40

STATE OF NEW YORK

COUNTY OF NEW YORK

On this 29th day of October, 19 97, Gary Tischler
personally appeared before me,

☒ who is personally known to me

☐ whose identity I proved on the bases of _____

[Signature]
(Notary Public Signature)

(Notary Public Signature)

Seal

MARY A. ROMA
Notary Public, State of New York
No. 01R04814405
Qualified in New York County
My Commission expires: 98
Commission Expires July 31, 19

AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR FOREIGN LIMITED PARTNERSHIP

BEFORE ME the undersigned personally Gary Tischler, Vice President of Grand Cru Morning GP LLC
a general partner of Grand Cru Property Two L.P., 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 \$ 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 \$ 100.00.

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.

This 29th day of October, 19 97.

GRAND CRU MORNING GP LLC, general partner

By: Gary Tischler, Vice President

STATE OF NEW YORK
COUNTY OF NEW YORK

On this 29th day of October, 19 97, Gary Tischler
personally appeared before me, ☒ who is personally known to me

☐ whose identity I proved on the bases of _____

Mary A. Roma
(Notary Public Signature)

(Notary Public Signature)

Seal

My Commission Expires:

MARY A. ROMA
Notary Public, State of New York
No. 01R04814405
Qualified in New York County
Commission Expires July 31, 19 98