

B9800000063

Eve Shattel
 Requestor's Name
RD Management Corp.
 Address
810 Seventh Ave. 28th Fl.
New York NY 10019
 City/State/Zip Phone #

900002404779--8
 -01/20/98--01072--007
 ****157.50 *****78.75
 87.50

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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. _____ (Corporation Name) _____ (Document #)
2. _____ (Corporation Name) _____ (Document #)
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 TALLAHASSEE, FLORIDA

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<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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Name Availability	<i>OK 1-24</i>
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W. P. Verifier	<i>[Signature]</i>

Examiner's Initials	_____
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Florida Department of State, Sandra B. Mortham, Secretary of State

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

1. Palm Beach Regal, 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.")

3. Delaware (State of Formation) 4. June 27, 1997 (Date of Formation)

5. Stanley L. Murray (Name of Registered Agent for Service of Process)

6. 82-60 S.W. 87th Terrace (Street Address of Registered Office)

Miami, Florida 33143 (City) (Zip Code)

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

By: Stanley Murray (Agent must sign on this line)

8. c/o CSC 1013 Centre Road, Wilmington, DE 19805 (Address of registered office required in state of formation or, if not required, address of principal office.)

Table with 2 columns: NAMES OF GENERAL PARTNERS, STREET ADDRESS. Row 1: FB Palm Beach Corp., 810 Seventh Avenue, 28th Floor, New York, NY 10019. Handwritten: F98-344

10. 810 Seventh Avenue, 28th Floor, New York, NY 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.

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12. 810 Seventh Avenue, 28th Floor

New York, NY 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 7th, January, 19 98

FB PALM BEACH CORP.

By: [Signature], President
General Partner

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STATE OF NEW YORK

COUNTY OF NEW YORK

On this 7th day of January, 19 98, Richard Birdoff

personally appeared before me,

who is personally known to me

whose identity I proved on the bases of _____

and being by me duly sworn did depose and say that he is the President of FB Palm Beach Corp. and that in said capacity he signed his name to the foregoing instrument.

EVE SHAFTEL
Notary Public, State of New York
No. 31-5003531
Qualified in Queens County
Commission Expires Oct. 29, 1998

[Signature]
(Notary Public Signature)

(Notary Public Signature)

Seal

My Commission expires: _____

AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR FOREIGN LIMITED PARTNERSHIP

BEFORE ME the undersigned personally Richard Birdoff, the President of FB Palm Beach Corp., a general partner of Palm Beach Regal, L.P. (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 \$ 2,000.00.
- 2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is \$ 2,000.00.

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 7th day of January, 19 98
FB PALM BEACH CORP.

By: [Signature], President
General Partner

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF NEW YORK
COUNTY OF NEW YORK

On this 7th day of January, 19 98,

personally appeared before me, who is personally known to me
 whose identity I proved on the bases of _____

and, being by me duly sworn, did depose and say that he is the President of FB Palm Beach Corp. and in said capacity he signed his name to the foregoing instrument.

[Signature]
(Notary Public Signature)

EVE SHAFTTEL
Notary Public, State of New York
No. 31-5003531
Qualified in Queens County
Commission Expires Oct. 29, 1998

(Notary Public Signature)

Seal

My Commission Expires: _____