



THE UNITED STATES
CORPORATION
COMPANY

B98000000126

ACCOUNT NO. : 072100000032

REFERENCE : 683323 4373439

AUTHORIZATION : Patricia Pizutti

COST LIMIT : \$ 87.50

ORDER DATE : January 27, 1998

ORDER TIME : 3:30 PM

ORDER NO. : 683323-010

CUSTOMER NO: 4373439

000002443270--0

CUSTOMER: Lila E. Gaston, Legal Asst
Akin Gump Strauss Hauer &
20th Floor
590 Madison Avenue
New York, NY 10022

FOREIGN FILINGS

NAME: AP-ADLER, L.P.

~~FILE SECOND~~

XXXX QUALIFICATION (TYPE: LP)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

B98-126

Name	De 31
Availability	
Document Examiner	De
Updater	De
Updater Verifier	De
Acknowledgment	De
W. P. Verifier	De

FILED
98 FEB 27 PM 4:30
98 FEB 27 PM 4:19
RECEIVED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
DIVISION OF CORPORATION

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

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

1. AP-ADLER, L.P.
(Name of limited partnership as it is in the home state)
2. AP-ADLER, LIMITED
(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. DECEMBER 8, 1997
(Date of Formation)
5. THE PRENTICE-HALL CORPORATION SYSTEM, INC.
(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: Carol K. Dole
(Agent must sign on this line)
8. 2 MANHATTANVILLE ROAD, PURCHASE, NEW YORK 10577
(Address of registered office required in state of formation or, if not required, address of principal office.)
9. NAMES OF GENERAL PARTNERS STREET ADDRESS
AP-GP ADLER, LLC m98-188 2 MANHATTANVILLE ROAD
PURCHASE, NY 10577
10. 2 MANHATTANVILLE ROAD, PURCHASE, NEW YORK 10577
(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of the limited partner or limited partners until the limited partnership's registration in Florida is cancelled or withdrawn.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

8/9 P. 5212 No

D&S WAREHOUSE

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SECRET
STATE
OFFICE
DA

AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR FOREIGN LIMITED PARTNERSHIP

MICHAEL D. WEINER, VICE PRESIDENT OF KRONUS PROPERTY III, INC., THE MANAGER OF AP-GP ADLER, LLC
 BEFORE ME the undersigned personally AP-ADLER, 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 20TH day of JANUARY, 19 98.

AP-GP ADLER, LLC
 BY: KRONUS PROPERTY III, INC.
 ITS MANAGER

X [Signature]
 General Partner

FILED
 98 FEB 27 PM 4:30
 SECRETARY OF STATE
 PALM BEACH, FLORIDA

STATE OF CALIFORNIA
 COUNTY OF LOS ANGELES

On this 20TH day of JANUARY 19 98, MICHAEL D WEINER
 personally appeared before me, ☒ who is personally known to me

☐ whose identity I proved on the bases of _____

[Signature: Colleen O'Neil]
 (Notary Public Signature)

 (Notary Public Signature)

Seal

My Commission Expires: 9/28/98

12. 2 MANHATTANVILLE ROADPURCHASE, NEW YORK 10577

(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 14TH, JANUARY, 1998

AP-GP ADLER, LLC

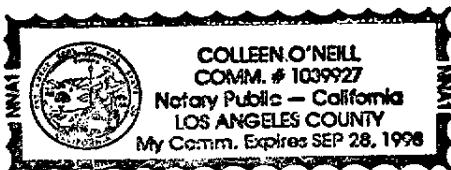
By: Kromus Property III, Inc.

General Partner

General Partner

STATE OF CALIFORNIACOUNTY OF LOS ANGELESOn this 20 day of JANUARY, 1998, MICHAEL DWETNER

personally appeared before me,

☒ who is personally known to me☐ whose identity I proved on the bases of _____Colleen O'Neill

(Notary Public Signature)

(Notary Public Signature)

Seal

My Commission expires: 9/28/98