

Document Number Only

B98000000567

CT CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301 222-1092

City

State

Zip

Phone

CORPORATION(S) NAME

300002644713--3

09/21/98--01096--001

***1837.50 ***1837.50

AP-Allen Investment Fund, L.P.

☐ Profit

☐ NonProfit

☐ Limited Liability Co.

☒ Foreign

☐ Amendment

☐ Dissolution/Withdrawal

☐ Merge

☐ Mark

☒ Limited Partnership

☐ Reinstatement

☐ Annual Report

☐ Reservation

☐ Other UCC Filing

☐ Change of R.A.

☐ Fic. Name

☒ Certified Copy

☐ Photo Copies

☐ CUS

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☐ After 4:30

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Name

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Examiner

Updater

Verifier

Acknowledgment

W.P. Verifier

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JEFF BUTERFIELD

9/21

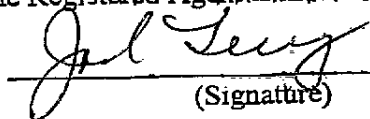
B/K 9/21/98

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

1. The name of the limited partnership is "AP-Adler Investment Fund, L.P." (the "Limited Partnership").
2. The name in which the Limited Partnership proposes to transact business in Florida is "AP-Adler Investment Fund, L.P."
3. The Limited Partnership was formed in Delaware on December 5, 1997.
4. The name of the registered agent for service of process in the State of Florida (the "Registered Agent") is :

Joel Levy
Adler Newco G.P., Inc
1400 N.W. 107th Avenue
Miami, Florida 33172

5. The acceptance of the Registered Agent is indicated by the signature appearing below.


(Signature)

6. The Delaware address of the principal office of the Limited Partnership is:

Corporation Trust Center
1209 Orange Street
Wilmington, County of New Castle

7. The names and addresses of the General Partners of the Limited Partnership are as follows:

897000000750
Adler Newco G.P., Inc.,
a Florida corporation
1400 N.W. 107th Avenue
Miami, Florida 33172

898000000126
AP Adler, LP
2 Manhattanville Road
Purchase, New York 10577

8. The location of the Limited Partnership's office at which the names, addresses and record of contribution of the Limited Partnership's limited partners are located is: 1400 N.W. 107th Avenue, Miami, Florida 33172

FILED STATE
SECRETARY OF CORPORATIONS
98 SEP 21 PM 1:00

FILED
SECRETARY OF CORPORATIONS
DIVISION
98 SEP 21 PM 1:00

9. The Limited Partnership will undertake to keep the records listing the addresses and capital contributions of the limited partners until the Limited Partnership's registration in Florida is canceled or withdrawn.

10. The mailing address of the Limited Partnership in the State of Florida is:

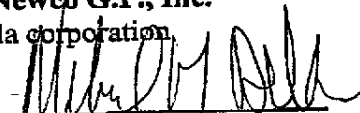
1400 N.W. 107th Avenue
Miami, Florida 33172

Under penalties of perjury, I, being duly sworn, declare that I have read the foregoing and know the contents thereof and the facts stated herein are true and correct.

This 11th day of September, 1998.

GENERAL PARTNERS:

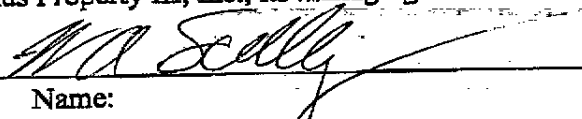
Adler Newco G.P., Inc.
a Florida corporation

By: 
Michael M. Adler, President

AP-ADLER, L.P.

By: AP-ADLER, LLC, its general partner

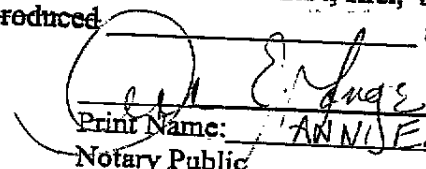
By: Kronus Property III, Inc., its managing member

By: 
Name:
Title:

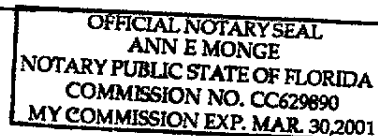
FILED STATE
DIVISION OF CORPORATIONS
98 SEP 21 PM 1:00

STATE OF FLORIDA)
COUNTY OF DADE) ss:

The foregoing instrument was acknowledged before me this 11th day of Sept. 1998, by **Michael M. Adler**, the President of **Adler Newco G.P., Inc.**, a Florida corporation. He is personally known to me or has produced _____ as identification.

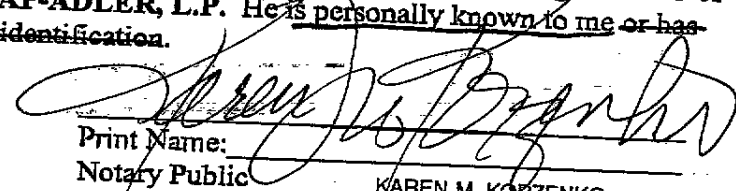

Print Name: ANN E. Monge
Notary Public
Commission No. _____

My Commission Expires: 3/30/01



STATE OF NEW YORK)
COUNTY OF New York) ss:

The foregoing instrument was acknowledged before me this 8th day of Sept. 1998, by **W.A. Scully**, the Vice President of **Kronus Property III, Inc.**, managing member of **AP-Adler, LLC**, general partner of **AP-ADLER, L.P.** He is personally known to me or has produced _____ as identification.


Print Name: _____
Notary Public
Commission No. KAREN M. KORZENKO
NOTARY PUBLIC, State of New York
No. 01K05084073
Qualified in Queens County
Commission Expires August 25, 1999

My Commission Expires: _____

**AFFIDAVIT OF CAPITAL CONTRIBUTIONS
FOR FOREIGN LIMITED PARTNERSHIP**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 SEP 21 PM 1:00

BEFORE ME appeared the undersigned, being the President of Adler Newco GP, Inc., a Florida corporation that is the managing general partner of AP-Adler Investment Fund, L.P., hereinafter referred to as the "Partnership," who upon being sworn, certified that: (i) the amount of cash capital contributions contributed to date by the limited partners of the Partnership is \$17,000,000.00; and (ii) the additional amount of cash capital contributions anticipated to be contributed by the limited partners of the Partnership is \$33,000,000.00.

Dated: September 18, 1998.

FURTHER AFFIANT SAYETH NAUGHT.

Under penalties of perjury I declare that I have read the foregoing and that the facts alleged are true, to the best of my knowledge and belief.

GENERAL PARTNER:

ADLER NEWCO GP, INC., a Florida
corporation, *its managing general partner*

By: _____

Michael M. Adler, President

STATE OF FLORIDA
COUNTY OF MIAMI-DADE

BEFORE ME, the undersigned officer, a Notary Public authorized to administer oaths and to take acknowledgments in and for the State and County set forth above, personally appeared Michael M. Adler, who is known to me and known by me to be the person who executed the foregoing Affidavit of Capital Contributions to AP-Adler Investment Fund, Ltd. (the "Partnership"), or who presented _____ as identification, and he acknowledged to me and before me that he executed this Affidavit as President of Adler Newco GP, Inc. and that said corporation is the general partner of the Partnership.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 18th day of September, 1998.

(SEAL)

Notary Public, State of Florida

My commission expires:

