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Florida Department of State
Division of Corporations
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Account Name : STROOCK & STROOCK & LAVAN
Account Number : 072100000020
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FOREIGN LIMITED PARTNERSHIP

AP-Adler Investment Fund 2, L.P.

Certificate of Status	1
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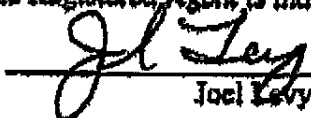
**APPLICATION BY FOREIGN LIMITED PARTNERSHIP FOR
AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**

1. The name of the limited partnership is "AP-Adler Investment Fund 2, L.P." (the "Limited Partnership").
2. The name in which the Limited Partnership proposes to transact business in Florida is "AP-Adler Investment Fund 2, L.P."
3. The Limited Partnership was formed in Delaware on November 19, 1999.
4. (a) The name of the registered agent for service of process in the State of Florida (the "Registered Agent") is :

Joel Levy
Adler Newco GP 2, Inc.
1400 N.W. 107th Avenue
Miami, Florida 33172

- (b) The Secretary of State shall be the agent of the Limited Partnership for service of process if the Registered Agent's authority is revoked or the Registered Agent cannot be found or served with the exercise of reasonable diligence.

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


Joel Levy

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:

Adler Newco GP 2, Inc.
1400 N.W. 107th Avenue
Miami, Florida 33172

AP-Adler 2, L.P.
2 Manhattanville Road
Purchase, New York 10577

PREPARED BY:
Jay M. Sakala, Esq.
Florida Bar No. 0156310
STROOCK & STROOCK & LAVAN LLP
3300 First Union Financial Center
Miami, Florida 33131-2385
(305) 358-0900

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.
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 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 19th day of November, 1998.

GENERAL PARTNERS:

Adler Newco GP 2, Inc.
a Florida corporation

By: Isaiah Levy

Isaiah Levy, Executive Vice President

AP-ADLER 2, L.P.,
a Delaware limited partnership

By: AP-GP ADLER 2, LLC, its general partner

By: Kronus Property IV, Inc., its manager

By: William Scully

William Scully, Authorized Signatory

FILED

NOV 19 1998

STATE OF FLORIDA)
) ss:
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 19th day of November, 1999, by Joel Levy, the Executive Vice President of Adler Newco GP 2, Inc., a Florida corporation. He is personally known to me or has produced _____ identification. ss

Carol A. Nazarewicz
Print Name: _____
Notary Public
Commission No. _____

My Commission Expires: _____



FILED

NOV 19 1999

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.
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 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 _____ day of November, 1999.

General Partners:

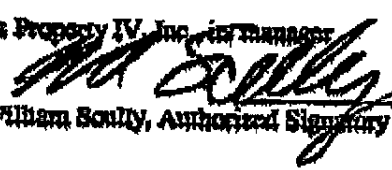
Adler Newco GP 2, Inc.
a Florida corporation

By: _____
Joel Levy, Executive Vice President

AP-ADLER 2, L.P.,
a Delaware limited partnership

By: **AP-GP ADLER 2, LLC**, its general partner

By: **Kronus Property IV, Inc.**, its manager

By: 
William Scully, Authorized Signatory

FILED

NOV 19 1999

state of NEW YORK)

county of NY)

) ss:

The foregoing instrument was acknowledged before me this 19 day of November, 1999, by W.A. Scully, an authorized signatory of Kronos Property IV, Inc., manager of AP- GP Adler 2, L.L.C., general partner of AP-ADLER 2, L.P. He is personally known to me, or has produced _____ as identification.

Print Name: Elizabeth H. Murphy

Notary Public

Commission No. 01586024422

My Commission Expires: 5/15/01

ELIZABETH H. MURPHY
NOTARY PUBLIC, State of New York
No. 01586024422
Qualified in New York County
Commission Expires May 15, 2001

30079928.01

FILED

NOV 19 1999

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME appeared Joel Levy, the Executive Vice President of Adler Newco GP 2, Inc., a Florida corporation that is a general partner of AP-Adler Investment Fund 2, L.P., a Delaware limited partnership, hereinafter referred to as the "Partnership," and William Scully, an authorized signatory of Kronus Property IV, Inc., the manager of AP-GP Adler 2, LLC, a general partner of the Partnership, who upon being sworn, certified that: (i) the amount of capital contributions contributed to date by the limited partners of the Partnership is \$1,000; (ii) the anticipated amount of the capital contributions of the limited partners that are allocated for the purpose of transacting business in Florida is \$1,000.

Dated: November 19, 1999

FURTHER AFFIANTS SAYETH NOT.

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

GENERAL PARTNERS:

ADLER NEWCO GP 2, INC., a Florida corporation

By: Joel Levy
Joel Levy, Executive Vice President

AP-ADLER 2, L.P.

By: **AP-GP ADLER 2, LLC** its general partner

By: **KRONUS PROPERTY IV, INC.,** its manager

By: _____
William Scully, Authorized Signatory

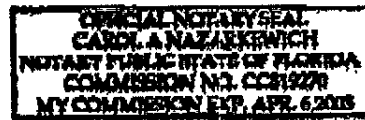
PREPARED BY:
Jay M. Sakalo, Esq.
Florida Bar No. 0156310
STROOCK & STROOCK & LAVAN LLP
3300 First Union Financial Center
Miami, Florida 33131-2385
(305) 358-9900

STATE OF FLORIDA)
) ss:
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 19th day of November, 1999, by Joel Levy, the Executive Vice President of Adler Newco GP 2, Inc., a Florida corporation. He is personally known to me or has produced _____ as identification.

Carl A. Nazarkovich
Print Name: _____
Notary Public
Commission No. _____

My Commission Expires: _____



FILED

NOV 19 1999

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME appeared Joel Levy, the Executive Vice President of Adler Newco GP 2, Inc., a Florida corporation that is a general partner of AP-Adler Investment Fund 2, L.P., a Delaware limited partnership, hereinafter referred to as the "Partnership," and William Scully, an authorized signatory of Kronus Property IV, Inc., the manager of AP-GP Adler 2, LLC, a general partner of the Partnership, who upon being sworn, certified that: (i) the amount of capital contributions contributed to date by the limited partners of the Partnership is \$1,000; (ii) the anticipated amount of the capital contributions of the limited partners that are allocated for the purpose of transacting business in Florida is \$1,000.

Dated: November __, 1999

FURTHER AFFIANTS SAYETH NOT.

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

GENERAL PARTNERS:

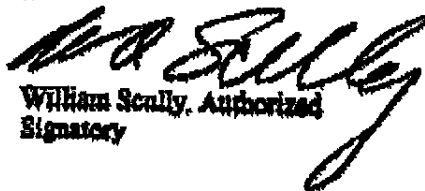
ADLER NEWCO GP 2, INC., a Florida corporation

By: _____
Joel Levy, Executive Vice President

AP-ADLER 2, L.P.

By: **AP-GP ADLER 2, LLC** its general partner

By: **KRONUS PROPERTY IV, INC.**, its manager

By: 
William Scully, Authorized Signatory

PREPARED BY:
Jey M. Solala, Esq.
Florida Bar No. 0156310
STROOCK & STROOCK & LAVAN LLP
3300 First Union Financial Center
Miami, Florida 33131-2583
(305) 258-9900

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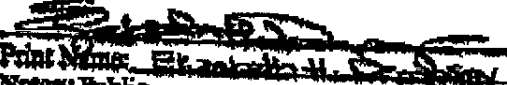
State of NEW YORK)

County of NY)

) ss:

The foregoing instrument was acknowledged before me this 19 day of November, 1989, by W.A. Scally, the Vice President of Kronos Property IV, Inc., manager of AP-GP Adler 2, LLC, general partner of AP-ADLER 2, L.P. He is personally known to me or has produced _____ as identification.

ELIZABETH H. DENNEY
NOTARY PUBLIC, State of New York
No. 61268024-2
Qualified in New York County
Commission Expires May 18, 2001


Print Name Elizabeth H. Denney
Notary Public
Commission No. 61268024-2

My Commission Expires: 5/18/01
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FILED

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