



THE UNITED STATES
CORPORATION
COMPANY

D9800 0000025

ACCOUNT NO. : 072100000032

REFERENCE : 798857 4300043

AUTHORIZATION : *Patricia Pizzuti*

COST LIMIT : \$ 350.00

ORDER DATE : April 28, 1998

ORDER TIME : 10:59 AM

ORDER NO. : 798857-010

CUSTOMER NO: 4300043

CUSTOMER: Mr. Vito Piacente
Proskauer Rose LLP
1585 Broadway
19th Floor
New York, NY 10036-8299

000002505720--9

FOREIGN FILINGS

NAME: ACREM II BUSINESS TRUST

XXXX QUALIFICATION (TYPE: BST)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

FILED
98 APR 29 PM 3:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TA-4/29/98

**AFFIDAVIT TO THE SECRETARY OF STATE OF FLORIDA
TO FILE OR QUALIFY**

FILED
98 APR 29 PM 3:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACREM II Business Trust

A Delaware **TRUST**

In accordance with Section 609.02 of the Florida Statutes, pertaining to Common Law Declarations of Trust, the undersigned, the Chairman of the Board of Trustees of ACREM II Business Trust

(Name of Trust)

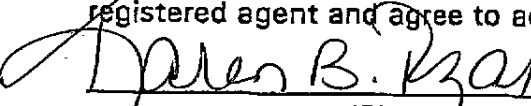
a Delaware Trust hereby affirms in order to file or qualify

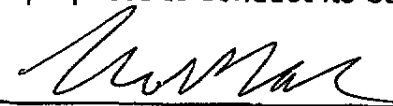
(State)

ACREM II Business Trust

(Name of Trust)

, in the State of Florida.

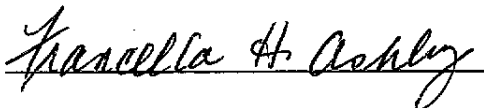
1. Two or more persons are named in the Trust.
2. The principal address is Attn: Corporate Trust Administration
c/o Wilmington Trust Company
1100 North Market Street, Wilmington, DE 19890
3. The registered agent and office in the State of Florida is:
Corporation Service Company,
1201 Hays Street, Tallahassee, FL 32301
4. Acceptance by the registered agent: Having been named as registered agent to accept service of process for the above named Declaration of Trust at the place designated in this affidavit, I hereby accept the appointment as registered agent and agree to act in this capacity.
 Karen B. Rozar, As Its Agent
(Signature of Registered Agent)
5. I certify that the attached is a true and correct copy of the Declaration of Trust under which the association proposes to conduct its business in Florida.


Name: Wilmington Trust Company-Trustee

NOTARY

Subscribed and sworn to before me on the
27th day of April, 1998, in witness
whereof I hereunto subscribe my name and
attach the seal of my office.

FRANCELLA H. ASHBY
Notary Public, State of New York
No. 01AS5053925
Qualified in New York County
Commission Expires Jan. 2, 2000



State of Delaware
Office of the Secretary of State PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF BUSINESS TRUST REGISTRATION OF "ACREM II BUSINESS TRUST", FILED IN THIS OFFICE ON THE TWENTY-SECOND DAY OF APRIL, A.D. 1998, AT 9 O'CLOCK A.M.

FILED
98 APR 29 PM 3:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Edward J. Freel

Edward J. Freel, Secretary of State

2883888 8100

981160433

AUTHENTICATION: 9049575

DATE: 04-28-98

FILED
98 APR 29 PM 3:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF TRUST
OF
ACREM II Business Trust

This Certificate of Trust of ACREM II Business Trust (the "Trust"), is being duly executed and filed by Wilmington Trust Company, a Delaware banking corporation, and William J. Wade, as trustees, to form a business trust under the Delaware Business Trust Act (12 Del.C. §3801 et seq.).

1. Name. The name of the business trust formed hereby is ACREM II Business Trust.
2. Delaware Trustee. The name and business address of the trustees of the Trust in the State of Delaware is Wilmington Trust Company, 1100 North Market Street, Wilmington, Delaware 19890, Attention: Corporate Trust Administration.
3. Effective Date. This Certificate of Trust shall be effective upon filing.

IN WITNESS WHEREOF, the undersigned, being the trustees of the Trust, have executed this Certificate of Trust.

WILMINGTON TRUST COMPANY


WILLIAM J. WADE

By: 
Name: Debra Eberly
Title: Administrative Account Manager