

F00000000355

Document Number Only

CT Corporation System
660 East Jefferson Street
Tallahassee, FL 32301
Tel 850 222 1092
Fax 850 222 7615
Attn: Jeff Netherton

700003104457--4
-01/20/00--01071--006
*****8.75 *****8.75

700003104457--4
-01/20/00--01071--005
*****8.75 *****8.75

CORPORATION(S) NAME

LA Round Rock Corp.

- | | | |
|--|---|---|
| <input checked="" type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> Nonprofit | | |
| <input checked="" type="checkbox"/> Foreign | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| | <input type="checkbox"/> Reinstatement | |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> LLC | <input type="checkbox"/> Name Registration | <input type="checkbox"/> Change of RA |
| | <input type="checkbox"/> Fictitious Name | <input type="checkbox"/> UCC |
| <input checked="" type="checkbox"/> Certified Copy | <input type="checkbox"/> Photocopies | <input type="checkbox"/> CUS |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out | | |

Name _____
Availability _____
Document _____
Examiner _____
Updater _____
Verifier _____
Acknowledgement _____
W.P. Verifier _____

01/20/00

00363 00417

6007VV 02845

BK 1/20/00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JAN 20 PM 4:05

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA
00 JAN 20 PM 4:05
RECEIVED
AM 11:12

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.*

1. LA Round Rock Corp.

(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. Nevada 3. _____

(State or country under the law of which it is incorporated)

(FEI number, if applicable)

4. January 12, 2000 5. Perpetual

(Date of incorporation)

(Duration: Year corp. will cease to exist or "perpetual")

6. upon grant.

(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. c/o Jay Felner, 4182 Live Oak Boulevard, Delray Beach, Florida 33445

(Current mailing address)

8. See Attachment Number 1

(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)

Name: C T Corporation System

Office Address: 1200 South Pine Island Road

Plantation, Florida, 33324
(Zip code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

C T Corporation System

Christine M. Eastwine
(Registered agent's signature)

Christine M. Eastwine
Assistant Secretary

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors: (Street address **ONLY** - P.O. Box **NOT** acceptable)

A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: Robert U. Goldman

Address: 600 Central Avenue, Suite 365

Highland Park, IL 60035

Vice Chairman: _____

Address: _____

Director: See Attachment Number 2

Address: _____

Director: _____

Address: _____

B. OFFICERS (Street address only - P.O. Box NOT acceptable)

President: Nathan Wagner

Address: 600 Central Avenue, Suite 365

Highland Park, IL 60035

Vice President: Albert Schwartzberg

Jay Felner

Address: 50 Main Street, Suite 435

4182 Live Oak Boulevard

White Plains, NY 10606

Delray Beach, FL 33445

Secretary: Robert U. Goldman

Address: 600 Central Avenue, Suite 365

Highland Park, IL 60035

Treasurer: Nathan Wagner

Address: 600 Central Avenue, Suite 365

Highland Park, IL 60035

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. _____

(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Robert U. Goldman, Secretary/Director/Chairman

(Typed or printed name and capacity of person signing application)

Attachment Number 1

The Corporation's business and purpose shall consist solely of the following:

(a) To acquire a partnership interest in and act as the general partner of Lockwood Associates Limited Partnership, a Florida limited partnership of (the "LP"), which is engaged solely in the ownership, operation and management of the real estate project (the "Property") described in the Partnership Agreement of the LP (the "Partnership Agreement"), pursuant to and in accordance with these Articles of Incorporation and the Partnership Agreement; and

(b) To engage in such other lawful activities permitted to corporations by the General Corporation Law of the State of Nevada as are incidental, necessary or appropriate to the foregoing.

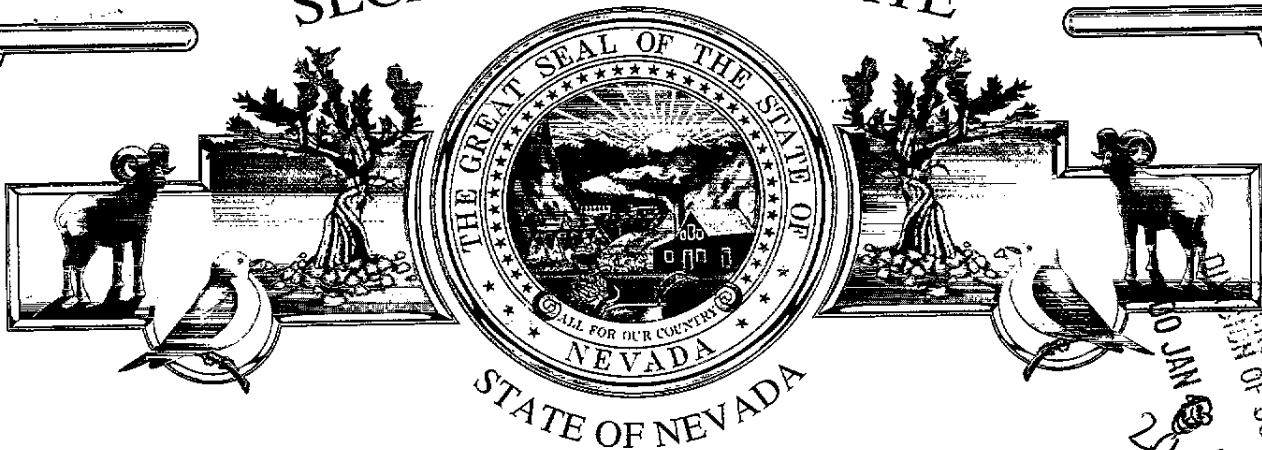
Attachment Number 2

The Directors of the Corporation are as follows:

<u>Name</u>	<u>Address</u>
Robert U. Goldman	600 Central Avenue, Suite 365 Highland Park, Illinois 60035-3257
Charles Waxman	1695 Lake Cook Road, Apt. 229 Highland Park, Illinois 60035
Albert Schwartzberg	50 Main Street, 4th Floor, Suite 435 White Plains, New York 10606
Jay Felner	4182 Live Oak Blvd. Delray Beach, Florida 33445

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JAN 20 PM 4:05
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JAN 20 PM 4:05

SECRETARY OF STATE



CERTIFICATE OF EXISTENCE WITH STATUS IN GOOD STANDING

I, DEAN HELLER, the duly elected and qualified Nevada Secretary of State, do hereby certify that I am, by the laws of said State, the custodian of the records relating to filings by corporations, limited-liability companies, limited partnerships, limited-liability partnerships and business trusts pursuant to Title 7 of the Nevada Revised Statutes which are either presently in a status of good standing or were in good standing for a time period subsequent of 1976 and am the proper officer to execute this certificate.

I further certify that the records of the Nevada Secretary of State, at the date of this certificate, evidence, **LA ROUND ROCK CORP.**, as a corporation duly organized under the laws of Nevada and existing under and by virtue of the laws of the State of Nevada since January 12, 2000, and is in good standing in this state.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office, in Carson City, Nevada, on January 14, 2000.



Dean Heller

Secretary of State

By

Laquellene Curry
Certification Clerk

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
JAN 20 2000 PM 4:05

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
JAN 20 2000 PM 4:05