

F00000005962



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 869513 4321791

AUTHORIZATION : *Patricia Pigato*

COST LIMIT : \$ ~~75.50~~ 18.75

ORDER DATE : October 19, 2000

ORDER TIME : 9:36 AM

ORDER NO. : 869513-010

CUSTOMER NO: 4321791

CUSTOMER: Ms. Lesley V. Benjamin
The Related Companies, Inc.
625 Madison Avenue, 9th Floor
New York, NY 10022

FILED
OCT 25 AM 10:40
SECRETARIAT OF STATE
TALLAHASSEE, FLORIDA

FOREIGN FILINGS

NAME: CITYPLACE EQUIPMENT COMPANY,
INC.

XXXX QUALIFICATION (TYPE: CO)

9000003438599--8

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

☒ CERTIFIED COPY
☒ PLAIN STAMPED COPY
☒ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Darlene Ward/bkc

RECEIVED
DEPARTMENT OF STATE
DIVISION OF STATE
CO-ORDINATORS
OCT 25 AM 10:01
TO ATTORNEY GENERAL
SUFFICIENCY OF FILING

2/12
10/12

**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.*

00 OCT 25 PM 10:40
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. Cityplace Equipment Company, Inc.
(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. Delaware 3. 13-4140454
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. October 4th, 2000 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. None
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. c/o The Related Company, L.P. 625 Madison Avenue, New York, NY 10022 Attn: Legal Dept.

(Current mailing address)
8. Real Estate Development Services
(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: Corporation Service Company
Office Address: 1201 Hays Street
Tallahassee, Florida, 32301
(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.

BRIAN COURTNEY, ASST. VP.

(Registered agent's signature)

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: Stephen M. Ross

Address: c/o The Related Companies, L.P.

625 Madison Ave, NY NY 10022

Vice Chairman: Torge Perez

Address: c/o The Related Companies of Florida

2828 Coral Way, Miami Florida 33145

Director: J.W. O'Connor

Address: 349 Park Avenue, 25th floor

NY NY 10022

Director: Bruce MacLeod

Address: c/o The Related Companies, L.P.

625 Madison Ave NY, NY 10022

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

President: Ken Himme

Address: c/o The Related Companies, L.P.

625 Madison Ave, NY NY 10022

Vice President: Marty Burger

Address: c/o The Related Companies, L.P.

625 Madison Avenue, NY, NY 10022

Secretary: Marty Burger

Address: c/o The Related Companies, L.P.

625 Madison Avenue, NY, NY 10022

Treasurer: Marty Burger

Address: c/o The Related Companies, L.P.

625 Madison Ave, NY NY 10022

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

13. [Signature]

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

14. Marty Burger, V.P.

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

State of Delaware
Office of the Secretary of State

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FILED
00 OCT 25 AM 10:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE
DELAWARE, DO HEREBY CERTIFY "CITYPLACE EQUIPMENT COMPANY, INC."
IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND
IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR
AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-THIRD DAY
OF OCTOBER, A.D. 2000.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES
HAVE NOT BEEN ASSESSED TO DATE.



Edward J. Freel

Edward J. Freel, Secretary of State

3297432 8300

AUTHENTICATION: 0748964

001532296

DATE: 10-23-00