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ACCOUNT NO. : 072100000032

REFERENCE : 898028 4302173

AUTHORIZATION :

COST LIMIT : \$ 70.00

FILED
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TALLAHASSEE, FLORIDA
SECRETARY OF STATE

ORDER DATE : November 14, 2000

ORDER TIME : 9:54 AM

ORDER NO. : 898028-005

CUSTOMER NO: 4302173

CUSTOMER: Ms. Sami Roth
Swidler Berlin Shereff
The Chrysler Building
405 Lexington Avenue
New York, NY 10174

200003464212--2

FOREIGN FILINGS

NAME: TGM FOUNTAIN VIEW INC.

XXXX QUALIFICATION (TYPE: NP)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

RECEIVED
00 NOV 15 AM 10:43
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

CONTACT PERSON: Janna Wilson -- EXT# 1155

EXAMINER: _____

3K 11/15

APPLICATION BY FOREIGN NOT FOR PROFIT CORPORATION FOR AUTHORIZATION TO
CONDUCT ITS AFFAIRS IN FLORIDA

IN COMPLIANCE WITH SECTION 617.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN NOT FOR PROFIT CORPORATION FOR AUTHORIZATION TO CONDUCT ITS AFFAIRS IN
THE STATE OF FLORIDA:

1. TGM Fountain View Inc.

(Name of corporation: must include the word "INCORPORATED" or "CORPORATION" or words or abbreviations of the 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. "Company" or "Co." may not be used as a corporate suffix by a nonprofit corporation.)

2. Delaware

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

3.

(FEI number, if applicable)

4. October 26, 2000

(Date of Incorporation)

5. perpetual

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

6. October 31, 2000

(Date corporation first conducted Affairs in Florida - See sections 617.1501, 617.1502, and 817.155, F.S.)

7. c/o TGM Associates L.P.

(Principal office address)

650 Fifth Avenue, 28th Floor, New York, New York 10019

(Current mailing address)

8. Acquisition and management of real property.

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

(City)

, 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.

Corporation Service Company

John S. Hoernig
(Registered agent's signature)

JOHN S. HOERNIGMANN - ASST VICE PRESIDENT

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:

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Thomas Gochberg

Address: c/o TGM Associates L.P., 28th Floor, New York, New York 10019

Director: _____

Address: _____

B. OFFICERS

President: [see addendum]

Address: _____

Vice President: _____

Address: _____

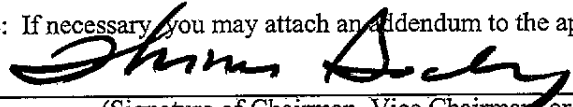
Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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. Thomas Gochberg, President
(Typed or printed name and capacity of person signing application)

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TALLAHASSEE, FLORIDA

Addendum

Thomas Gochberg	President and Assistant Secretary
Steven C. Macy	Executive Vice President and Assistant Secretary
Paul V. Meichelbeck	Senior Vice President and Treasurer
Joyce Rothblum Weidenaar	Vice President and Assistant Secretary
Brian Rutter	Vice President and Assistant Secretary
Diana Hein	Secretary
Alan E. Linder	Assistant Secretary

The above-named officers share the following address:

c/o TGM Associates L.P.
650 Fifth Avenue, 28th Floor
New York, New York 10019

FILED
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CLERK OF STATE
TALLAHASSEE, FLORIDA

State of Delaware
Office of the Secretary of State

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
PAGE 00

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE CERTIFICATE OF INCORPORATION OF "TGM FOUNTAIN VIEW INC.", WAS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-SIXTH DAY OF OCTOBER, A.D. 2000.

AND I DO FURTHER CERTIFY THAT THE AFORESAID CORPORATION 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 AND IS DULY AUTHORIZED TO TRANSACT BUSINESS.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION IS A NON-PROFIT, STOCK CORPORATION.

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




Edward J. Freel, Secretary of State

3307699 8300S

AUTHENTICATION: 0791828

001571906

DATE: 11-14-00