



FD1000003416

ACCOUNT NO. : 072100000032

REFERENCE : 198626 4335034

AUTHORIZATION :

COST LIMIT : \$ 87.50

ORDER DATE : June 25, 2001

ORDER TIME : 9:42 AM

ORDER NO : 198626-005

CUSTOMER NO: 4335034

Ms. Sandra Castleman
Fainsbert, Mase & Snyder
11835 West Olympic Boulevard
Ste. 1100
Los Angeles, CA 90064

500004447435--E

FOREIGN FILINGS

NAME: S. L. PROPERTIES, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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

CONTACT PERSON: Deborah Schroder -- EXT# 1118

EXAMINER: _____

RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
2001 JUN 28 AM 10:32
TO ROCKWELL
SUFFICIENCY OF FILING

FILED
01 JUN 28 AM 11:00
TALLAHASSEE, FLORIDA

[Handwritten signature]

BK

**ACTION BY WRITTEN CONSENT OF THE DIRECTORS
OF
S. L. PROPERTIES, INC.**

FILED
01 JUN 27 AM 11:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, being the sole director of S. L. PROPERTIES, INC., a corporation organized in accordance with the laws of the State of Delaware (the "Corporation"), hereby adopt the following resolutions by written consent pursuant to the provisions of Article III, Section 7 of the Corporation's Bylaws and Section 141(f) of the Delaware Corporation Law:

Authorization to Adopt Alternate Name

RESOLVED, that S. L. PROPERTIES, INC., organized and existing in the State of Delaware, hereby adopts the name IRG-S. L. PROPERTIES, INC., for use in the State of Florida.

IN WITNESS WHEREOF, the undersigned has executed this Written Consent of the Directors of S. L. Properties, Inc. as of this 22nd day of June, 2001.


STUART LICHTER

**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. S. L. Properties, 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. 13-3740141
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. October 29, 1993 5. perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. upon qualification
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification."
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. One West Avenue, Larchmont, New York 10538
(Principal office address)
One West Avenue, Larchmont, New York 10538
(Current mailing address)
8. real estate investment
(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
(City) (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



(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.

FILED
01 JUN 27 AM 11:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: N/A

Address: _____

Vice Chairman: N/A

Address: _____

Director: Stuart Lichter

Address: One West Avenue, Larchmont, New York 10538

Director: N/A

Address: _____

B. OFFICERS

President: Stuart Lichter

Address: One West Avenue, Larchmont, New York 10538

Vice President: N/A

Address: _____

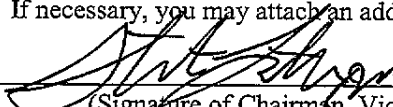
Secretary: Margaret Kolb

Address: One West Avenue, Larchmont, New York 10538

Treasurer: Stuart Lichter

Address: One West Avenue, Larchmont, New York 10538

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. Stuart Lichter, Director and President
(Typed or printed name and capacity of person signing application)

FILED
01 JUN 27 AM 11:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

State of Delaware
Office of the Secretary of State

PAGE 1

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "S.L. PROPERTIES, 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-FIFTH OF JUNE, A.D. 2001.

FILED
01 JUN 27 AM 11:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

2357340 8300

AUTHENTICATION: 1209831

010305379

DATE: 06-25-01