

CT CORPORATION

FO 2000002234

CORPORATION(S) NAME

Knickerbocker Properties, Inc. XXXIV

FILED
02 MAY -8 PM 4:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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|--|---|---|
| <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 | | |

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Name _____
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Examiner _____
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Verifier _____
W.P. Verifier _____

5/6/02

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Order#: 5320089

Ref#: _____

Amount: \$ _____

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****155.00 ****155.00

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

A CCH LEGAL INFORMATION SERVICES COMPANY

**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. KNICKERBOCKER PROPERTIES, INC. XXXIV
(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 4013253
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. July 2, 1998 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. 10 Corporate Woods Drive, Albany, New York 12211-2395
(Principal office address)
10 Corporate Woods Drive, Albany, New York 12211-2395
(Current mailing address)
8. To own real estate
(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: CT Corporation System
Office Address: 1200 South Pine Island Road
Plantation, Florida 33324
(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.

Carrie Bryan *Carrie Bryan, Special Asst. Secy.*
(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 business addresses of officers and/or directors:

A. DIRECTORS

Director: James D. Campbell

Address: 10 Corporate Woods Drive
Albany, NY

Director: Wayne Schneider

Address: 10 Corporate Woods Drive
Albany, NY

Director: George M. Philip

Address: 10 Corporate Woods Drive
Albany, NY

Director: _____

Address: _____

B. OFFICERS

President: Charles Grossman
Clarion Partners

Address: 335 Madison Avenue
New York, NY 10017

Exec. Vice President: John A. Weisz
Clarion Partners

Address: 335 Madison Avenue
New York, NY 10017

Vice President: Frank L. Sullivan, Jr.

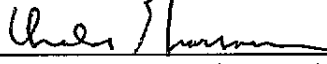
~~Secretary:~~
Address: Clarion Partners
335 Madison Avenue, New York, NY 10017

Vice President: Stephen J. Furnary
~~President:~~ Clarion Partners

Address: 335 Madison Avenue, New York, NY 10017

SEE CONTINUATION ATTACHED

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. Charles Grossman, President
(Typed or printed name and capacity of person signing application)

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B. OFFICERS – CONTINUATION

Vice President: Bruce G. Morrison
Clarion Partners
335 Madison Avenue
New York, NY 10017

Secretary: Mark A. Brody
Seward & Kissel
One Battery Park Plaza
New York, NY 10017

Asst. Secretary: Jeffrey D. Silverstein
Seward & Kissel
One Battery Park Plaza
New York, NY 10017

Treasurer: Peter H. Zappulla
Clarion Partners
335 Madison Avenue
New York, NY 10017

Asst. Treasurer: Sanford Jacolow
Clarion Partners
335 Madison Avenue
New York, NY 10017

Asst. Treasurer: Bernard Fahey, Jr.
Clarion Partners
335 Madison Avenue
New York, NY 10017

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Delaware

PAGE 1

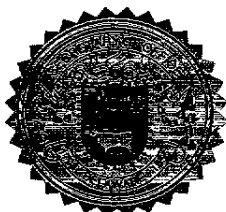
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "KNICKERBOCKER PROPERTIES, INC. XXXIV" 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 THIRD DAY OF MAY, A.D. 2002.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

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TALLAHASSEE, FLORIDA



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Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1757514

DATE: 05-03-02