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Requestor Name:

Carlton Fields

Address:

Post Office Box 190
Tallahassee, Florida 32302

Telephone:

(850) 224-1585

Contact Name:

Kim Pullen, CLA (x261)

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Corporation Name:

New Plan of Panama, Inc.

Entity Number:

Authorization:

Kim Pullen

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<input checked="" type="checkbox"/>	PROFIT		AMENDMENT
	NONPROFIT		RESIGNATION OF R.A., OFFICER/DIRECTOR
	LIMITED LIABILITY		CHANGE OF REGISTERED AGENT
	DOMESTICATION		DISSOLUTION/WITHDRAWAL
	OTHER		MERGER
	ANNUAL REPORT		FOREIGN CORPORATION
	FICTITIOUS NAME		LIMITED PARTNERSHIP
	NAME RESERVATION		REINSTATEMENT
			TRADEMARK
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TAL#501656.02

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. New Plan of Panama, 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. _____
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 6/16/2003 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. 1120 Avenue of the Americas, New York, NY 10036
(Principal office address)
- same as above
(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: Fischette, Owen, Held & McBurney (c/o R. Joseph Dill)

Office Address: 1301 Riverplace Blvd., Ste 1916

Jacksonville

(City)

Florida 32207

(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.

R. J. Dill, for Fischette, Owen, Held & McBurney
(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

Chairman: William Newman

Address: 1120 Avenue of the Americas, New York, NY 10036

CFO

~~Vice Chairman~~ John B. Roche

Address: 1120 Avenue of the Americas, New York, NY 10036

Director: Glenn J. Rufrano

Address: 1120 Avenue of the Americas, New York, NY 10036

Director: Steven F. Siegel

Address: 1120 Avenue of the Americas, New York, NY 10036

B. OFFICERS

President: Scott D. MacDonald

Address: 1120 Avenue of the Americas, New York, NY 10036

E. Vice President: Leonard L. Brumberg

Address: 1120 Avenue of the Americas, New York, NY 10036

Secretary: Steven F. Siegel

Address: 1120 Avenue of the Americas, New York, NY 10036

Treasurer: Michael Brown

Address: 1120 Avenue of the Americas, New York, NY 10036

NOTE: If necessary, you may attach an addendum 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. Steven F. Siegel/EVP, General Counsel & Secretary
(Typed or printed name and capacity of person signing application)

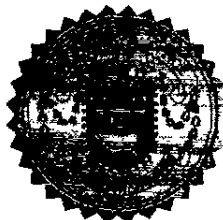
Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "NEW PLAN OF PANAMA, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SEVENTEENTH DAY OF JUNE, A.D. 2003.

FILED
03 JUN 19 PM 12:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



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Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 2477271

DATE: 06-17-03