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Florida Department of State
Division of Corporations
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FOREIGN PROFIT QUALIFICATION

Rock-Miramar, Inc.

Certificate of Status	0
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This is the same parent company as "Rock-Miramar LLC". This company is that company's MGRM.

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MGRM

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. EDCK-MIBAMAR, 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. New York

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

3. 13-4095966

(FEI number, if applicable)

4. 12/14/99

(Date of incorporation)

5. Perpetual

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

6. Immediately

(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. 1221 Avenue of the Americas

(Principal office address)

New York, New York 10020

(Current mailing address)

To consult, advise or confer on all matters, and/or perform any and all services pertaining to, the acquisition (by purchase, lease or whatever means), disposition (by sale or whatever means), development, construction, management, operation (including, but not limited to budgeting & staffing), or financing of real property and/or improvement thereof, wherever located.
(Purchase(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

(City)

, Florida 33324

(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, 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.

Connie Bayan Special Atty.
Secretary
(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.

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

A. DIRECTORS

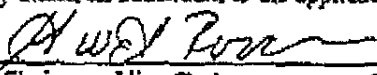
Chairman: Jonathan D. Green, Director
Address: 1221 Avenue of the Americas
New York, New York 10020
Vice Chairman: Gwen A. Rowden, Director
Address: 1221 Avenue of the Americas
New York, New York 10020
Director: Vincent E. Silveskri, Director
Address: 1221 Avenue of the Americas
New York, New York 10020
Director: _____
Address: _____

B. OFFICERS (SEE ATTACHMENT A FOR REMAINING LIST OF OFFICERS)

President: Jonathan D. Green
Address: 1221 Avenue of the Americas
New York, New York 10020
Vice President: Kevin R. Hackett, Senior Vice President
Address: 1221 Avenue of the Americas
New York, New York 10020
Secretary: Gwen A. Rowden, Secretary and Vice President
Address: 1221 Avenue of the Americas, New York, New York 10020
Treasurer: Karen A. Treadwell
Address: 1221 Avenue of the Americas, New York, New York 10020

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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. Gwen A. Rowden, Director
(Typed or printed name and capacity of person signing application)

ATTACHMENT A

To Application by Foreign Corporation for Authorization to Transact Business in Florida

ROCK-MIRAMAR, INC.

Officers

Address of all officers - 1221 Avenue of the Americas, New York, New York 10020

President	Jonathan D. Green
Senior Vice President	Kevin R. Hackett
Senior Vice President	Leslie E. Smith, Jr.
Vice President & Controller	Santo F. Curro
Vice President & Secretary	Gwen A. Rowden
Vice President & Assistant Secretary	Gerald W. Blume
Vice President	Dana M. Fallek
Vice President	John F. Hessmer
Vice President	Robert C. Jackson
Vice President	Eugene A. Preston
Assistant Vice President	Gisele F. de Chabert
Assistant Secretary	Beth Berlin Dreyfuss
Treasurer	Karen A. Treadwell

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**State of New York } ss:
Department of State**

I hereby certify, that the Certificate of Incorporation of ROCK-MIRAMAR, INC was filed on 12/14/1999, with perpetual duration, and that a diligent examination has been made of the Corporate index for documents filed with this Department for a certificate, order, or record of a dissolution, and upon such examination, no such certificate, order or record has been found, and that so far as indicated by the records of this Department, such corporation is a subsisting corporation.



*Witness my hand and the official seal
of the Department of State at the City
of Albany, this 03rd day of March
two thousand and four.*

A handwritten signature in dark ink, appearing to read "R. A. DeS."

Secretary of State