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TALLAHASSEE, FLORIDA

FOREIGN PROFIT QUALIFICATION

Rockefeller & Associates Realty, Inc.

Certificate of Status	0
Certified Copy	0
Page Count	056
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W04-39766

J. SMITH NOV - 8 2004

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PAGE 001/001

P.02
Florida Dept of State



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

October 29, 2004

C T CORPORATION SYSTEM

SUBJECT: ROCKEFELLER & ASSOCIATES REALTY, INC.
REF: W04000039766

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved/revoked entity. Names of administratively dissolved/revoked entities are not available for one year from the date of administrative dissolution/revocation unless the dissolved/revoked entity provides the Department of State with a notarized affidavit stating that they have no intention of reinstating, therefore, releasing the name for use to another entity.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

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Joey Bryan
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CORPORATION DIVISION
TALLAHASSEE, FLORIDA

Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

November 1, 2004

Registration Section
Division of Corporations

Re: Rockefeller & Associates Realty, Inc.

Dear Sir or Madam:

With respect to the referenced corporation, please note that Rockefeller & Associates Realty, Inc. applied for authorization to transact business in Florida on September 30, 1991. The corporation withdrew in error on May 19, 2004. Please accept the enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida" from Rockefeller & Associates Realty, Inc. in order to conduct business in Florida. It is our understanding that your office protects corporate names for one year after discontinuance. We hereby request that you overlook this requirement at this time. Please call with any questions.

Sincerely yours,

Rockefeller & Associates Realty, Inc.

By: Peter W. Herman

Peter W. Herman
Director and Secretary

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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. Rocketfeller & Associates Realty, Inc.

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Delaware

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

3. 94-3124705

(FEI number, if applicable)

4. July 31, 1990

(Date of incorporation)

5. perpetual

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

6. under P35691

(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. c/o Rockwood Capital Corporation, 23rd Floor, Two Embarcadero Center, San Francisco, California 94111

(Principal office address)

c/o Rockwood Capital Corporation, 23rd Floor, Two Embarcadero Center, San Francisco, California 94111

(Current mailing address)

8. To engage in any lawful act or activity for which corporations may be organized

(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 NOT acceptable)

Name: C T 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. 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.

C T Corporation System

By: Michael J. Mitchell

(Registered agent's signature)

Michael J. Mitchell
Assistant Secretary

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: _____

Address: _____
_____Vice Chairman: Director: Richard E. SalomonAddress: 610 Fifth Avenue, 7th FloorNew York, New York 10020Director: Richard CataldoAddress: Room 5600, 30 Rockefeller PlazaNew York, New York 10112Director: Peter W. HermanAddress: c/o Milbank, Tweed, Hadley & McCloy LLP1 Chase Manhattan Plaza, New York, New York 10005**B. OFFICERS**President: Richard E. SalomonAddress: 610 Fifth Avenue, 7th FloorNew York, New York 10020

Vice President: _____

Address: _____
_____Secretary: Peter Windley HermanAddress: c/o Milbank, Tweed, Hadley & McCloy LLP, 1 Chase Manhattan Plaza, New York, New York 10005Treasurer: Richard CataldoAddress: Room 5600, 30 Rockefeller Plaza, New York, New York 10112

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. Peter W. Herman
(Signature of Director or Officer listed in number 12 of the application)14. Director and Secretary
(Typed or printed name and capacity of person signing application)FILED
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OWEN CORPORATION
TALLAHASSEE, FLORIDA

Delaware

PAGE 1

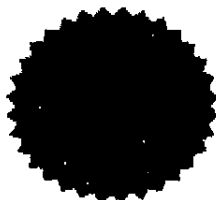
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ROCKEFELLER & ASSOCIATES REALTY, 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-SEVENTH DAY OF OCTOBER, A.D. 2004.

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

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

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2004 OCT 28 PM 4:09
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 3439563

040777009

DATE: 10-27-04

TOTAL P.06