

08/12/2010 10:02:00 770-220-1943

Division of Corporations

01/05

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H10000181672 3)))



H100001816723ABC-

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850) 617-6381

From:

Account Name : TRIAD PROFESSIONAL SERVICES, LLC
Account Number : I20020000094
Phone : (770) 777-2091
Fax Number : (770) 220-1943

****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

Email Address: _____

**FOREIGN PROFIT/NONPROFIT CORPORATION
GRAMERCY CAPITAL CORP.**

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$78.75

Electronic Filing Menu

Corporate Filing Menu

Help

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
10 AUG 12 AM 11:11

RECEIVED
10 AUG 12 PM 2:28
DIVISION OF CORPORATIONS

**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. GRAMERCY CAPITAL CORP.

(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. Maryland

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

3. 06-1722127

(FEI number, if applicable)

4. 04/01/2004

(Date of incorporation)

5. Perpetual

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

6.

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

7. 420 Lexington Avenue, 19th Floor, New York, NY 10170

(Principal office address)

610 Old York Road, Suite 300, Jenkintown, PA 19046; Attn: Boris Kaplan

(Current mailing address)

8.

(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: NRAI Services, Inc.

Office Address: 2731 Executive Park Drive, Suite 4

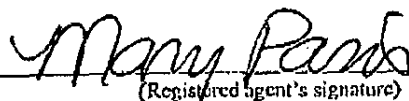
Weston, Florida 33331

(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.


(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.

10 AUG 12 AM 11:11

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

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

A. DIRECTORS SEE ADDENDUM

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS SEE ADDENDUM

President: _____

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

13. _____

(Signature of Director or Officer listed in number 12 of the application)

EDWARD J. MATEY JR.
Executive Vice President

14. _____

(Typed or printed name and capacity of person signing application)

EDWARD J. MATEY JR.
Executive Vice PresidentFILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
10 AUG 12 AM 11:11

ADDENDUM TO OFFICERS AND DIRECTORS LIST

Executive Officers

Roger M. Cozzi
Chief Executive Officer;
Director; Investment Committee

Timothy J. O'Connor
President

Robert R. Foley
Chief Operating Officer

Jon W. Clark
Chief Financial Officer

Executive Vice Presidents

Michael G. Kavourias
Chief Legal Officer

Edward J. Matey Jr.
General Counsel

Non-Officer Directors

Allan J. Baum
Director; Audit Committee;
Compensation Committee;
Investment Committee;
Private Investor

Marc Holliday
Director;
Chief Executive Officer, SL Green Realty Corp.

Jeffrey E. Kelter
Director; Compensation Committee;
Nominating and Corporate Governance Committee;
Investment Committee;
Chief Executive Officer, KTR Capital Partners, LLC

Paul J. Konigsberg
Director; Audit Committee;
Nominating and Corporate Governance Committee;
Senior Partner and President, Konigsberg Wolf and Co., P.C.

Charles S. Laven
Director; Audit Committee;
Compensation Committee;
Nominating and Corporate Governance Committee;
President, Forsyth Street Advisors, LLC

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
10 AUG 12 AM 11:11

STATE OF MARYLAND
Department of Assessments and Taxation

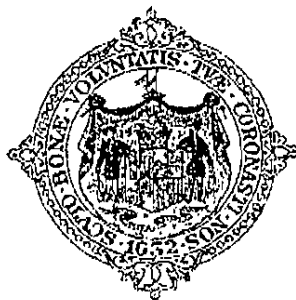
I, PAUL B. ANDERSON OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF THE STATE OF MARYLAND, DO HEREBY CERTIFY THAT THE DEPARTMENT, BY LAWS OF THE STATE, IS THE CUSTODIAN OF THE RECORDS OF THIS STATE RELATING TO THE FORFEITURE OR SUSPENSION OF CORPORATIONS, OR THE RIGHTS OF CORPORATIONS TO TRANSACT BUSINESS IN THIS STATE, AND THAT I AM THE PROPER OFFICER TO EXECUTE THIS CERTIFICATE.

I FURTHER CERTIFY THAT GRAMERCY CAPITAL CORP., INCORPORATED APRIL 01, 2004, IS A CORPORATION DULY INCORPORATED AND EXISTING UNDER AND BY VIRTUE OF THE LAWS OF MARYLAND AND THE CORPORATION HAS FILED ALL ANNUAL REPORTS REQUIRED, HAS NO OUTSTANDING LATE FILING PENALTIES ON THOSE REPORTS, AND HAS A RESIDENT AGENT. THEREFORE, THE CORPORATION IS AT THE TIME OF THIS CERTIFICATE IN GOOD STANDING WITH THIS DEPARTMENT AND DULY AUTHORIZED TO EXERCISE ALL THE POWERS RECITED IN ITS CHARTER OR CERTIFICATE OF INCORPORATION, AND TO TRANSACT BUSINESS IN MARYLAND.

IN WITNESS WHEREOF, I HAVE HEREUNTO SUBSCRIBED MY SIGNATURE AND AFFIXED THE SEAL OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND AT BALTIMORE ON THIS AUGUST 12, 2010.



Paul B. Anderson
Charter Division



301 West Preston Street, Baltimore, Maryland 21201
Telephone Balto. Metro (410) 767-1340 / Outside Balto. Metro (888) 246-5941
MRS (Maryland Relay Service) (800) 735-2258 TTY/Voice
Fax (410) 333-7097

10 AUG 12 AM 11:11

FILED
DEPT. OF ASSESSMENTS
AND TAXATION