PLEASE READ ALL INSTRUCTIONS BEFORE COMPLETING THIS FORM.

APPLICATION FOR REINSTATEMENT

FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATIONS

FILED
98 NOV -5 AM 11:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DOCUMENT # F94000001168

1. Corporation Name
ILM PALMS HOLDING, INC.

Principal Place of Business / Mailing Address
1285 Avenue of the Americas
New York, New York 10019

REINSTATEMENT 97-98

If above addresses are incorrect in any way, line through incorrect information and enter correction below.

2. New Principal Office Address, If Applicable	3. New Mailing Office Address, If Applicable
28 State Street, Suite 1100	
Suite, Apt. #, etc.: Suite 1100	Suite, Apt. #, etc.
City & State: Boston, MA	City & State
Zip: 02109 / Country: USA	Zip / Country

4. Date Incorporated or Qualified To Do Business in Florida: 3-8-94

5. FEI Number: [X] Applied For [ ] Not Applicable

6. CERTIFICATE OF STATUS DESIRED [X] — $8.75 Additional Fee required for a Certificate of Status

7. Names and Street Addresses of Each Officer and/or Director (Florida nonprofit corporations must list at least 3 directors)

1 Title(s)	2 Name of Officers and/or Directors	3 Street Address of Each Officer and/or Director (Do NOT Use Post Office Box Numbers)	4 City / State / Zip
Pres.	David Carlson	28 State Street, Suite 1100	Boston, MA 02109
Secry.	Jeffry R. Dwyer, Esq.	1300 Connecticut Avenue, NW Suite 1000	Washington, D.C. 20036
V.P.	Julien G. Redele	211 N. Union Street, Suite 111	Alexandria, VA 22314
Dir.	Julien G. Redele	211 N. Union Street, Suite 111	Alexandria, VA 22314
Dir.	Jeffry R. Dwyer, Esq.	1300 Connecticut Avenue, NW Suite 1000	Washington, D.C. 20036

8. Name and Address of Current Registered Agent

CT Corporation System
1200 South Pine Island Road
Plantation, Florida 33324

9. Name and Address of New Registered Agent

Name: Corporation Service Company
Street Address (P.O. Box Number is Not Acceptable): 1201 Hays Street
Suite, Apt. #, Etc:
City: Tallahassee, State: FL Zip Code: 32301

CR2E040 (12/96)

10. I, being appointed the registered agent of the above named corporation, am familiar with and accept the obligations of Section 607.0505, F.S.

Signature of Registered Agent _____ Date: November, 1998
REGISTERED AGENT MUST SIGN

11. Does this corporation pay any intangible tax to the Dept. of Revenue under S. 199.032, Florida Statutes. Yes [ ] No [X]
(See other side for information on intangible tax.)

12. I certify that I am an officer or director or the receiver or trustee empowered to execute this application as provided for in chapter 607 or 617, F.S. I further certify that when filing this reinstatement application, the reason for dissolution has been eliminated, the corporate name satisfies the requirements of section 607.0401 or 617.0401, F.S., that all fees owed by the corporation have been paid and the names of individuals listed on this form do not qualify for an exemption under section 119.07(3)(i), F.S. The information indicated on this application is true and accurate, and my signature shall have the same legal effect as if made under oath.

000002680050--8

SIGNATURE: _____ David Carlson, President 11/3/98 (617)573-5035
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR — Date — Daytime Phone #

(2)

CSC THE UNITED STATES CORPORATION COMPANY

RECEIVED
98 NOV 5 AM 9:26
DIVISION OF CORPORATION

ACCOUNT NO. : 072100000032

REFERENCE : 983149/15/7166305

AUTHORIZATION : Patricia Pizzuto

COST LIMIT : $ 900.00

ORDER DATE : October 2, 1998

ORDER TIME : 9:30 AM

ORDER NO. : 983149-005

CUSTOMER NO: 7166305

CUSTOMER: David Carlson, President
ILM HOLDING, INC.
ILM HOLDING, INC.
28 State Street, Suite 1100

Boston, MA 02109

RECEIVED
98 NOV 14 AM 11:29
DIVISION OF CORPORATION

FOREIGN REINSTATEMENT

NAME: ILM PALMS HOLDING, INC.

EFFECTIVE DATE:

XX FOREIGN REINSTATEMENT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

_____ CERTIFIED COPY
XX PLAIN STAMPED COPY
_____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christopher Smith

EXAMINER'S INITIALS: _____

FILE 1ST