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DIRECT DIAL NUMBER

(215) 977-2543

January 3, 1995

Secretary of State of Florida
Qualification/Tax Lien Section
409 E. Gaines Street
Tallahassee, Florida 32399

Re: ORLANDO ONE RPF III REALTY CORP.

Gentlemen:

Attached hereto for filing with your office, please find the following:

1. Transmittal Letter and Application by Foreign Corporation for Authorization to Transact Business in Florida in duplicate originals.
2. Good Standing Certificate and a certified copy of the Certificate of Incorporation evidencing existence of the corporation in the State of Delaware.
3. Our firm's check in the amount of \$140.00 representing the \$52.50 filing fee, \$35.00 registered agent fee and \$52.50 certified copy fee.

In addition, please issue a Good Standing/Subsistence Certificate evidencing qualification in your state at the time of filing. Our firm's check in the amount of \$8.75 is enclosed.

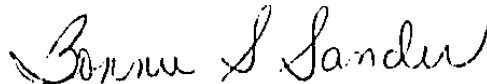
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Secretary of State of Florida
01/03/95
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Please return both the Good Standing/Subsistence
Certificate and certified copy to the attention of the
undersigned in the enclosed Federal Express package.

Thank you.

Very truly yours,



Bonnie S. Sander
Corporate Services Department

bss/
Enclosures

cc: J. R. Williams, Esquire

VIA FEDERAL EXPRESS

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SECRETARY OF STATE
DIVISION OF REGISTRATIONS
55 JAN -5 AM 9:20

TRANSMITTAL LETTER

TO: QUALIFICATION/TAX LIEN SECTION
DIVISION OF CORPORATIONS

SUBJECT: ORLANDO ONE RPF III REALTY CORP.
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

BONNIE S. SANDER

(Name of Person)

c/o WOLF, BLOCK, SCHORR AND SOLIS-COHEN

(Firm/Company)

S.E. CORNER 15TH & CHESTNUT STREETS

12TH FLOOR PACKARD BUILDING

(Address)

PHILADELPHIA, PA 19102

(City, State and Zip Code)

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DIVISION OF CORPORATIONS
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Should you need to call someone concerning this matter, please call:

BONNIE S. SANDER

(Name of Person)

at (215) 977-2543

Area Code & Daytime Telephone Number

COURIER ADDRESS:

Qualification/Tax Lien Sec.
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Sec.
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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. ORLANDO ONE RPF III REALTY CORP.
(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. BEING APPLIED FOR
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. December 5, 1994 5. PERPETUAL
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. N/A
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.)
7. c/o GE Investments, 3003 Summer Street
Stamford, Connecticut 06904
(Current mailing address)
8. Real Estate Investment
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)
9. Name and street address of Florida registered agent:
Name: CORPORATION SERVICE COMPANY
Office Address: 1201 Hays Street
Tallahassee, Florida, 32301
(Zip Code)

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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.

B. K. M.
(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 addresses of officers and/or directors:

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Michael J. Strone

Address: c/o GE Investments, 3003 Summer Street
Stamford, CT 06904

Director: _____

Address: _____

B. OFFICERS

President: Robert P. Gigliotti

Address: c/o GE Investments, 3003 Summer Street
Stamford, CT 06904

Executive Vice President: Michael J. Strone

Address: c/o GE Investments, 3003 Summer Street
Stamford, CT 06904

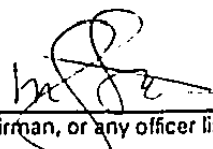
Secretary: Michael J. Strone

Address: c/o GE Investments, 3003 Summer Street
Stamford, CT 06904

Treasurer: Stephen J. Levanti

Address: c/o GE Investments, 3003 Summer Street
Stamford, CT 06904

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. Michael J. Strone, Executive Vice President & Secretary
(Typed or printed name and capacity of person signing application)

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DIVISION OF CORPORATIONS
95 JAN -5 AM 9:20

ADDENDUM TO APPLICATION BY FOREIGN CORPORATION
FOR AUTHORIZATION TO TRANSECT BUSINESS IN FLORIDA
OF
ORLANDO ONE RPF III REALTY CORP.

12B. Officers names and addresses are:

OFFICERS:

Philip A. Riordan, Executive Vice President	3003 Summer Street Stamford, CT 06904
David W. Wiederecht, Executive Vice-President	3003 Summer Street Stamford, CT 06904
Stephen B. Hoover, Executive Vice-President	3003 Summer Street Stamford, CT 06904
B. Bradford Barrett, Executive Vice-President	2029 Century Park East Suite 1230 Los Angeles, CA 90067
Mark Knapp, Vice President	2029 Century Park East Suite 1230 Los Angeles, CA 90067
Preston R. Sargent, Vice President	3003 Summer Street Stamford, CT 06904
Gerald Karr, Vice President	3003 Summer Street Stamford, CT 06904
Susan M. Doyle, Vice President	3003 Summer Street Stamford, CT 06904
Robin L. Novak, Vice President	3003 Summer Street Stamford, CT 06904

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DIVISION OF STATE
RECORDS

State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ORLANDO ONE RPF III REALTY CORP." 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 TWELFTH DAY OF DECEMBER, A.D. 1994.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JAN -5 AM 9:20



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION 7334533

DATE 12-12-94