

F 95000000356
 Document Number by

C T CORPORATION SYSTEM
 Requestor's Name
 1311 Executive Center Drive, rto. 200
 Address
 Jacksonville, Fla. 32201 (904) 656-0290
 City State Zip Phone

CORPORATION(S) NAME

Albuquerque White 7513 Corporation

- | | | |
|--|---|---|
| <input checked="" type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| <input checked="" type="checkbox"/> Foreign | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Resurrection | <input type="checkbox"/> Change of N.A. |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> Fictitious Name |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Call When Ready | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call if Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | |
| <input type="checkbox"/> Mail Out | | |

SECRETARY OF STATE
 DIVISION OF CORPORATIONS
 55 JAN 23 1989
 CUS 1/23/89
 WK 123

Name Availability
 Document Examiner
 Updater
 Verifier
 Acknowledgment
 W.P. Verifier

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**APPLICATION BY FOREIGN CORPORATION FOR
AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 007.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. Albuquerque Whaler 95-B Corporation
(Name of corporation: must include the word "INCORPORATED," "COMPANY," or "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
(State or country under the law of which it is incorporated)

3. January 11, 1995
(Date of Incorporation)

4. Perpetual
(Duration)

5. appld. for
(Federal Employer Identification number, if applicable)

6. Upon Qualification
(Date first transacted business in Florida. See sections 607.1501, 607.1502, and 817.155, F.S.)

7. 1285 Ave of Americas, 11th fl. floor, New York, New York 10019
(Current mailing address)

8. See attached purpose clause.
(Brief description of the nature of the business in which it is engaged in the state of Florida)

9. Names and street addresses of officers and or directors:

A. Directors:

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: See attached list of directors

Address: _____

Director: _____

Address: _____

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DIVISION OF CORPORATIONS
55 JAN 23 PM 1:16

D. Officers:

President: See attached list of officers

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

(If needed, you may attach an addendum to the application listing additional officers and/or directors.)

10. Name and Street address of Florida registered agent:

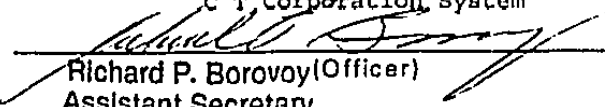
Name: C T Corporation System

Office Address: c/o C T Corporation System, 1200 South Pine Island Road
Plantation, Florida 33324


Zip Code

11. 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: 
Richard P. Borovoy (Officer)
Assistant Secretary
(Typed Name and Title of Officer)

12. 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.

13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 9 of the application)

14. Steven J. Plust, President
(Name and capacity of person signing application)

Appendix to Florida
Application by Fgn. Corp. for Authorization to Transact Business in Florida

**Purpose Clause of
Albuquerque Whaler 95-B Corporation**

The nature of the business or purpose to be conducted or promoted by the Corporation is to engage exclusively in the following activities:

- a) to act as a general partner of thirty-three limited partnerships (each a Partnership" and together the "Partnerships"), each of which may (i) acquire, own, manage, operate, maintain, dispose of, mortgage, transfer, exchange, or otherwise deal with certain real property and related assets (the "Property") and (ii) enter into a loan agreement (as amended from time to time, the "Loan Agreement") among the Partnerships as borrowers and Value Line Mortgage Corporation, as lender, in order to finance the Property, and thereafter renew, extend, refinance, refund, replace or modify the indebtedness of the Partnership evidenced by the Loan Agreement (any such successor indebtedness being "Successor Indebtedness"), and enter into guaranties, mortgages, and other security agreements in favor of the lender(s) under the Loan Agreement of any such Successor Indebtedness, contribution agreements with the other Partnerships and any other documents and instruments required or permitted by the Loan Agreement or any Successor Indebtedness;
- b) to issue capital stock as provided for herein; and
- c) to engage in activity and to exercise any powers permitted to corporations under the laws of the State of Florida which are incidental to, or connected with, the foregoing and necessary, suitable or convenient to accomplish the foregoing.

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FEB 21 1995
STATE OF FLORIDA
CORPORATION DIVISION

Appendix to Florida
Application by Fgn. Corp. for Authorization to Transact Business in Florida

**Directors of
Albuquerque Whaler 95-B Corporation**

1. Peter Englander
13077 Highway 19 West
Bryson City, North Carolina 28713
2. Laura Kelly
1295 Ave of Americas, 14th fl.
New York, New York 10019
3. Steven P. Baum
1285 Ave of Americas, 14th fl.
New York, New York 10019
4. John A. Taylor
1285 Ave of Americas, 14th fl.
New York, New York 10019
5. Seth B. Lipsay
1285 Ave of Americas, 14th fl.
New York, New York 10019

SECRET
DIVISION OF STATE
CORPORATIONS
95 JAN 23 PM 1:16

Appendix to Florida
Application by Fgn. Corp. for Authorization to Transact Business In Florida

**Officers of
Albuquerque Whaler 95-B Corporation**

1. Steven J. Plust, President
1285 Ave of Americas, 14th fl.
New York, New York 10019
2. Peter Englander, Vice President
13077 Highway 19 West
Bryson City, North Carolina 28713
3. Geraldine L. Banyai, Assistant Secretary
1285 Ave of Americas, 14th fl.
New York, New York 10019
4. Laura Kelly, Secretary
1285 Ave of Americas, 14th fl.
New York, New York 10019

95 JAN 23 PM 1:16
FLORIDA
SECRETARY OF STATE
DIVISION OF CORPORATIONS

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ALBUQUERQUE WHALER 95-B CORPORATION" 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 EIGHTEENTH DAY OF JANUARY, A.D. 1995.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

SECRETARY OF STATE
DIVISION OF CORPORATIONS
JAN 23 PM 1:16



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION

DATE

7377681

01-18-95

F95000000356



ACCOUNT NO. : 072100000032
 REFERENCE : 388126 4382779
 AUTHORIZATION : *Patricia Piggott*
 COST LIMIT : \$ 35.00

ORDER DATE : May 13, 1997
 ORDER TIME : 9:49 AM
 ORDER NO. : 388126
 CUSTOMER NO: 4382779

500002181115--8

CUSTOMER: Ms. Geraldine L. Banyai
 Painewebber Group, Inc.
 1285 Avenue Of The Americas
 New York, NY 10019

CHANGE OF AGENT

NAME: ALBUQUERQUE WHALER 95-B
 CORPORATION

FILED
 97 MAY 16 PM 1:35
 SECRETARY OF STATE
 TALLAHASSEE FLORIDA

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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 PLAIN STAMPED COPY

CONTACT PERSON: Paula K. Kendrick

5/16

Change
PA

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 TALLAHASSEE FLORIDA

Florida Department of State, Jim Smith, Secretary of State

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR CORPORATIONS

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of DELAWARE submits the following statement in order to change its registered office or registered agent, or both, in the State Florida.

97 MAY 15 PM 1:35
SECRETARY OF STATE
TALLAHASSEE FLORIDA

1a. The name of the corporation is: _____
ALBUQUERQUE WHALER 85-B CORPORATION

1b. Date of incorporation: _____ Document number _____

2. The name and address of the current registered agent and office:
C T CORPORATION SYSTEM
1200 SO. PINE ISLAND DRIVE PLANTATION FL 33324

3. The name and address of the new registered agent and office:
(P.O. Box Not Acceptable)
CORPORATION SERVICE COMPANY
1201 Hays Street, Tallahassee, Florida 32301

The street address of its registered agent and the street address of the business office of its registered agent as changed will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

SIGNATURE
4/11/97
DATE

GERALDINE L. BANYAI
ASST SECRETARY

Typed or printed name and title

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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 OBLIGATION OF MY POSITION AS REGISTERED AGENT.

CORPORATION SERVICE COMPANY
LISA G. MULLIGAN
SIGNATURE BY: Lisa G. Mulligan
ASST VICE PRESIDENT
DATE 5-12-97