

F9500000717

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C T CORPORATION SYSTEM			
Requestor's Name			
1311 Executive Center Drive, Ste. 200			
Address			
Tallahassee, FL 32301 (904) 656-8298			
City	State	Zip	Phone
CORPORATION(S) NAME			

<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"/> Reservation	<input type="checkbox"/> Change of R.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 type="checkbox"/> CUS / G/S
<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 checked="" type="checkbox"/> Pick Up
<input type="checkbox"/> Mail Out		

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**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. RELATED LAUREL GP, INC.
(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
(State or country under the law of which it is incorporated)
3. N/A
(FEI number, if applicable)
4. 1/27/95
(Date of Incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. Upon qualification
(Date first transacted business in Florida. (See sections 607.1501, 607.1502 and 817.156, F.S.))
7. c/o The Related Realty Group, Inc.
625 Madison Avenue, New York, NY 10022
(Current mailing address)
8. The purpose of the corporation is to engage in any lawful act or activity without limitation for which a corporation may be organized under the **
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida) ** General Corporation Law of the State of Delaware.
9. 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)

10. Registered agent 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.

G-T CORPORATION SYSTEM


(Registered agent's signature) (Officer)

TIMOTHY E. CARLSON
ASSISTANT SECRETARY

(Type Name and Title of Officer)

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: Stephen M. Ross

Address: c/o 625 Madison Avenue

New York, NY 10022

Director: _____

Address: _____

B. OFFICERS

President: Stephen M. Ross

Address: c/o 625 Madison Avenue

New York, NY 10022

Vice President: Richard Rodriguez

Address: c/o 625 Madison Avenue

New York, NY 10022

Secretary: Susan J. McGuire

Address: c/o 625 Madison Avenue

New York, NY 10022

EVP & Treasurer: Andrew D. Augenblick

Address: c/o 625 Madison Avenue

New York, NY 10022

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. Stephen M. Ross, President

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

SECRETARY OF STATE
DIVISION OF CORPORATIONS
55 FEB 13 PM 12:30

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "RELATED LAUREL GP, 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 NINTH DAY OF FEBRUARY, A.D. 1995.

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

SECRET
DIVISION OF REVENUE
FEB 13 11:12:30



Edward J. Freel
Edward J. Freel, Secretary of State

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7403337

02-09-95

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CT CORPORATION SYSTEM
Requestor's Name
660 EAST JEFFERSON STREET
Address
TALLAHASSEE FL 32301 222-1092
City State Zip Phone

700001727167
-02/28/96--01093--010
*****35.00 *****35.00

CORPORATION(S) NAME

Related Counsel GP, Inc

FILED
96 FEB 23 11 09 AM '96
TALLAHASSEE, FL
SECRETARY OF STATE

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| <input type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | | |
| <input type="checkbox"/> Limited Liability Company | <input checked="" type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Foreign | | |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
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| | | <input type="checkbox"/> Fictitious name Filing |
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| <input type="checkbox"/> Mail Out | | |

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W.P. Verifier

2-28-96

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N. HENDRICKS F 3 2 9 1996

APPLICATION BY FOREIGN CORPORATION FOR WITHDRAWAL OF AUTHORITY
TO TRANSACT BUSINESS OR CONDUCT AFFAIRS IN FLORIDA

Related Laurel GP, Inc.

(Name of Corporation)

Delaware

(Incorporated Under Laws Of)

FILED
96 FEB 28 10 03
TALLAHASSEE
SECRETARY OF STATE

This corporation is no longer transacting business or conducting affairs within the State of Florida and hereby voluntarily surrenders its authority to transact business or conduct affairs in Florida.

This corporation revokes the authority of its registered agent in Florida to accept service on its behalf and appoints the Department of State as its agent for service of process based on a cause of action arising during the time it was authorized to transact business or conduct affairs in Florida.

The following is a current mailing address to which the Department of State may mail a copy of any process against this corporation that may be served on the Department.


625 Madison Avenue

(Mailing Address)

New York, New York 10022

(City - State - Zip)

The corporation agrees to notify the Department of State in the future of any change in its mailing address.


Signature

2/21/96

Date

Susan J. McGuire

Typed or printed name

Secretary

Title