

F 95000002119

Document Number Only

CT CORPORATION SYSTEM

Requestor's Name
660 EAST JEFFERSON STREET

Address
TALLAHASSEE FL 32301 222-1092

City State Zip Phone

CORPORATION(S) NAME

WIN Realty Holdings II, Inc.

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**Win Realty Holdings, Inc.
611 Fifth Avenue
New York, New York 10022**

April 22, 1995

**Corporation Division
Office of the Secretary of State
of Florida**

Re: Win Realty Holdings II, Inc.

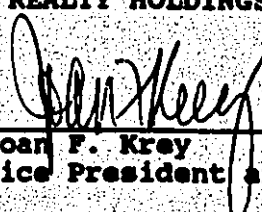
Dear Sirs:

**Win Realty Holdings, Inc. hereby gives consent to
the formation and filing of the Articles of Incorporation of
Win Realty Holdings II, Inc.**

Very truly yours

WIN REALTY HOLDINGS, INC.

By


**Joan F. Krey
Vice President and Secretary**

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

**IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACTION BUSINESS IN THE
STATE OF FLORIDA:**

1. WIN REALTY HOLDINGS II, 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 3. applied for
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. April 18, 1995 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. May 1, 1995
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 617.1505, F.S.))
7. 611 Fifth Avenue, New York, NY 10022
(Current mailing address)
8. To own real estate
(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: CT Corporation System
Office Address: 1200 South Pine Island Road
Plantation, Florida, 33324
(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.
Ann Marie Cummins
(Registered agent's signature) Ann Marie Cummins
Assistant Secretary

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

Director: BRIAN E. KENDRICK
Chairman: _____
Address: 611 Fifth Avenue, New York, New York 10022

Director: _____
~~Vice Chairman~~ STEPHEN A. QUINTIN
Address: 611 Fifth Avenue, New York, New York 10022

Director: STANLEY E. GILINSKY
Address: 611 Fifth Avenue, New York, New York 10022

Director: PHYLLIS BELL
Address: 611 Fifth Avenue, New York, New York 10022

B. OFFICERS

Director: Richard F. Zannino

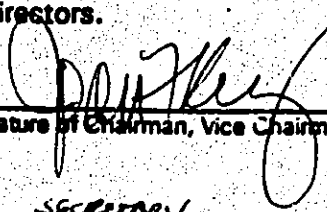
President: BRIAN E. KENDRICK
Address: 611 Fifth Avenue, New York, New York 10022

Vice President: STANLEY E. GILINSKY
Address: 611 Fifth Avenue, New York, New York 10022

Secretary: JOAN F. KREY
Address: 611 Fifth Avenue, New York, New York 10022

Treasurer: RICHARD F. ZANNINO
Address: 611 Fifth Avenue, New York, New York 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)

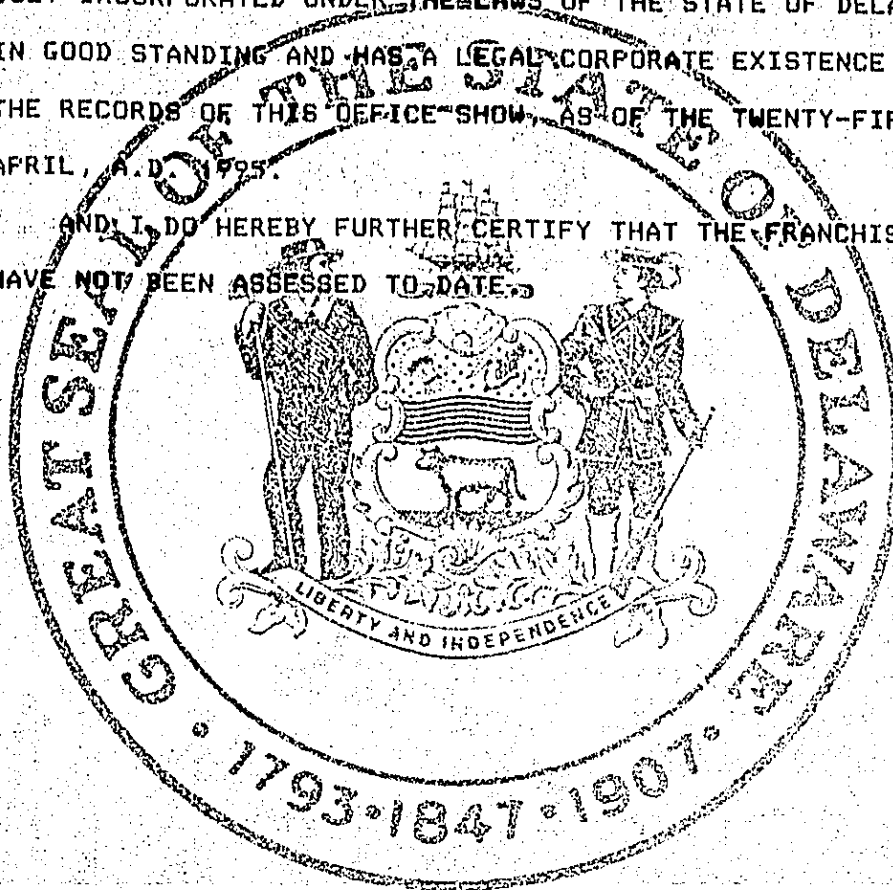
14. SECRETARY
(Typed or printed name and capacity of person signing application)

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 "WIN REALTY HOLDINGS II, 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 TWENTY-FIFTH DAY OF APRIL, A.D. 1995.

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



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 MAY -1 PM 12:22



Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE:

2496673 8300

950090893

7484315

04-25-95

Document Number Only

F95000002119

CT CORPORATION SYSTEM

Requestor's Name

660 EAST JEFFERSON STREET

Address

TALLAHASSEE FL 32301 222-1092

City

State

Zip

Phone

CORPORATION(S) NAME

200001486192

-05/12/95--01080--017

*****35.00 *****35.00

Win Realty Holdings II, Inc

☐ Profit
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95 MAY 12 12:05
SECRETARY OF
TALLAHASSEE
FLORIDA
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DID
Address
Change

Win Realty Holdings, Inc.
611 Fifth Avenue
New York, New York 10022

May 11, 1995

FILED
95 MAY 12 PM 2:05
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Corporation Division
Office of the Secretary of State
of Florida

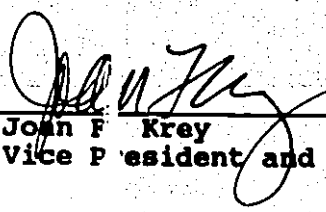
Re: Win Realty Holdings II, Inc.

Dear Sirs:

Win Realty Holdings II, Inc. was qualified to do business in Florida on May 1, 1995. The Corporate reference number is F9500002119. The addresses of the Directors and Officers listed in Number 12 on the Application By Foreign Corporation To Transact Business in Florida are incorrect. The address of the Directors and Officers is 1440 Broadway, Suite 1070, New York, New York 10017. Please change this information in your records. Thank you.

Very truly yours

WIN REALTY HOLDINGS, INC.

By 
John F. Krey
Vice President and Secretary