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PRENTICE HALL
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95 SEP 20 11:12:30

ACCOUNT NO. : 072100000032

REFERENCE : 687492 86901A

AUTHORIZATION :

COST LIMIT : \$ 70.00

ORDER DATE : September 20, 1995

ORDER TIME : 10:58 AM

ORDER NO. : 687492

CUSTOMER NO: 86901A

500001589425

CUSTOMER: Ms. Karen Petitpas
Prentice Hall Legal &
84 State Street

Boston, MA 02109

FOREIGN FILINGS

NAME: PARK PLACE BUILDING INVESTORS
CORP.

XXX PROFIT
____ NON-PROFIT

XX CORPORATE
____ LIMITED PARTNERSHIP

XXX QUALIFICATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

____ CERTIFIED COPY
XXX PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Danny G. Smith

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 SEP 20 PM 1:16

4/2/96

**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. PARK PLACE BUILDING INVESTORS CORPORATION

(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. APPLIED FOR

(FEI number, if applicable)

4. September 11, 1995

(Date of Incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. September 29, 1995

(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 617.155, F.S.)

7. Suite 2000, 600 Atlantic Avenue

Boston, MA 02210

(Current mailing address)

8. Indirectly or directly to own, operate, manage, finance and dispose of property located at 311 and 430 Park Place Boulevard, Clearwater, Florida, and to own a partnership**
(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: The Prentice-Hall Corporation System, Inc.

Office Address: 1201 Hays Street

Tallahassee

32301

, Florida ,
(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.

B. J. S. Ruhlman, Ass't VP
(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.

**interest in Park Place Building, Ltd.

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12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: William F. Murdy
Address: Suite 2000, 600 Atlantic Avenue
Boston, MA 02110

Vice Chairman: Stanley B. Wyrwicz
Address: Suite 2000, 600 Atlantic Avenue
Boston, MA 02110

Director: Robert E. DeWitt
Address: Suite 2000, 600 Atlantic Avenue
Boston, MA 02110

Director: _____
Address: _____

B. OFFICERS

President: William F. Murdy
Address: Suite 2000, 600 Atlantic Avenue
Boston, MA 02110


Vice President: Robert E. DeWitt
Address: Suite 2000, 600 Atlantic Avenue
Boston, MA 02110

Secretary: Stuart R. Johnson
Address: Suite 2000, 600 Atlantic Avenue
Boston, MA 02110

Treasurer: Stanley B. Wyrwicz
Address: Suite 2000, 600 Atlantic Avenue
Boston, MA 02110

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)
Stuart R. Johnson, Secretary

14.

Stuart R. Johnson, Secretary
(Typed or printed name and capacity of person signing application)

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DIVISION OF CORPORATIONS

State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PARK PLACE BUILDING INVESTORS 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 NINETEENTH DAY OF SEPTEMBER, A.D. 1995.

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

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 SECRETARY OF STATE
 95 SEP 20 PM 1:16
 DIVISION OF CORPORATIONS



Edward J. Freel

Edward J. Freel, Secretary of State

0541224 2300

050213457

AUTHENTICATION:

09-19-95

DATE: