

Document Number Only
F96000000483

C T CORPORATION SYSTEM			
Proprietor's Name			
660 East Jefferson Street			
Address			
Tallahassee, Florida 32301			
City	State	Zip	Phone
			904-222-1092
CORPORATION(S) NAME			

100001701811
-01/30/96--01102--023
*****70.00 *****70.00

1096-2134	
RCA Financing, Inc.	

<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 type="checkbox"/> Limited Liability Company	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input checked="" type="checkbox"/> Foreign	<input type="checkbox"/> Resurrection	<input type="checkbox"/> Change of Name
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Photo Copies	<input type="checkbox"/> Filings
<input type="checkbox"/> Restatement	<input type="checkbox"/> Call When Ready	<input type="checkbox"/> GUS
<input type="checkbox"/> Certified Copy	<input type="checkbox"/> Call if Problem	<input type="checkbox"/> After 4:30
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Will Wait	<input type="checkbox"/> Pick Up
<input checked="" type="checkbox"/> Walk In		
<input type="checkbox"/> Mail Out		

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

1/24/96
3:00

PLEASE RETURN EXEMPT COPY(S)
FILE STAMPED

File 1 st



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 29, 1986

CT CORPORATION

SUBJECT: RCA FINANCING, INC.
Ref. Number: W9600002134

We have received your document for RCA FINANCING, INC. and your check(s) totaling \$70.00. However, the document has not been filed and is being retained in this office for the following:

A photocopy of the certificate of existence is not acceptable.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6093.

Freta Lott
Corporate Specialist Supervisor

Letter Number: 396A00003724

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JAN 26 PM 2:07

RECEIVED
95 JAN 29 PM 12:41
DIVISION OF CORPORATIONS

Walk-In
Pick-up
1/29/86
3:00

If possible please give
filing date of January 26th.
This was presented Friday
afternoon. Call Connie if
any questions.

Thanks!

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION
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. RCA Financing, 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. 51-0369735
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. June 28, 1995 5. Perpetual
(Date of Incorporation) (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 817.158, F.S.))

7. 720 Fifth Avenue
New York, NY 10019

(Current mailing address)
To act as general partner of limited partnerships that will own real property and to engage in any activities incidental thereto as permitted under the laws of Delaware and Florida.
8. permitted under the laws of Delaware and Florida.
(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: 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.

C T CORPORATION SYSTEM

Jonathan Giddings
(Registered agent's signature) (Officer)

Jonathan Giddings
(Type Name and Title of Officer)
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

Chairman: Patrick A. Gerschel
Address: c/o RCA Financing, Inc., 720 Fifth Avenue, 10th Fl.
New York, NY 10019

Director:
Vice-Chairman: Marc D. Scherr
Address: c/o RCA Financing, Inc., 720 Fifth Avenue, 10th Fl.
New York, NY 10019

Director: Michael Herzberg
Address: c/o EMH Financial, 200 West Madison, Suite 2720
Chicago, IL 60606

Director: James A. FitzPatrick, Jr.
Address: c/o Dewey Ballantine, 1301 Avenue of the Americas
New York, NY 10019

B. OFFICERS

President: Marc D. Scherr
Address: c/o RCA Financing, Inc., 720 Fifth Avenue, 10th Fl.
New York, NY 10019

Vice President: Michael Herzberg
Address: c/o EMH Financial, 200 West Madison, Suite 2720
Chicago, IL 60606

Secretary: Larry A. Gattegno
Address: c/o RCA Financing, Inc., 720 Fifth Avenue, 10th Fl.
New York, NY 10019

Treasurer: Larry A. Gattegno

Address: c/o RCA Financing, Inc., 720 Fifth Avenue, 10th Fl.
New York, NY 10019

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors. See Addendum Attached hereto.

13. *Marc D. Scherr*
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Marc D. Scherr, President and Director
(Typed or printed name and capacity of person signing application)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JAN 26 PM 2:07

ADDENDUM TO APPLICATION BY A FOREIGN CORPORATION OF
RCA FINANCING, INC.

Officers:

Vice President: Robert L. Brawton, Jr.
Address: c/o Residential Company of America
515 Post Oak Boulevard, Suite 450
Houston, TX 77027

Vice President: Lenny Blevins
Address: c/o Residential Company of America
515 Post Oak Boulevard, Suite 450
Houston, TX 77027

Vice President: Larry A. Gattegno
Address: c/o RCA Financing, Inc.
720 Fifth Avenue, 10th Floor
New York, NY 10019

95 JAN 26 PM 2:07

FILED
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 "RCA FINANCING, 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-SIXTH DAY OF JANUARY, A.D. 1996.

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

95 JAN 26 PM 2:07

FILED
SECRETARY OF STATE
DELAWARE




Edward J. Freel, Secretary of State

2520315 8300

960024545

AUTHENTICATION:

DATE:

7804994

01-26-96