

Document Number Only  
**F96 000000 704**

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

900001712169  
-02/12/96--01026--015  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

305 Properties Management Company, Inc.

FILED RECEIVED  
6 FEB 12 PM 2:55  
TALLAHASSEE, FLORIDA  
RECEIVED BY SECTION OF  
TALLAHASSEE, FLORIDA

- |  |   |   |
|--|---|---|
| <input checked="" type="checkbox"/> Profit         | <input type="checkbox"/> Amendment              | <input type="checkbox"/> Merge              |
| <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"/> Reservation            | <input type="checkbox"/> Change of P.A.     |
| <input type="checkbox"/> Limited Partnership       | <input type="checkbox"/> Photo Copies           | <input type="checkbox"/> Fictitious Name    |
| <input type="checkbox"/> Reinstatement             | <input type="checkbox"/> Call When Ready        | <input type="checkbox"/> CUS/ G/S           |
| <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 checked="" 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

2/12/96

PLEASE RETURN EXTRA COPY(S)  
FILE STAMPED

file 1-54

**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. SOS Properties Management Company, 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. Applied for  
(FEI number, if applicable)
4. 02/08/96  
(Date of Incorporation)
5. Perpetual  
(Duration: Year corp. will cease to exist or "perpetual")
6. date of qualification  
(Date first transacted business in Florida. (See sections 607.1501, 607.1501 156, F.S.))
7. c/o CIBC, 425 Lexington Avenue  
New York, New York 10017, Attention: Mary Kate Miller  
(Current mailing address)
8. Ownership of Real Property  
(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

Margaret Bertosen

(Registered agent's signature) (Officer)

MARGARET BERTOSEN

ASSISTANT SECRETARY

(Type Name and Title of Officer)

FILED  
96 FEB 15  
PM 2:15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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: R. Bruce Layman

Address: c/o CIBC, 425 Lexington Avenue

New York, New York 10017

Vice Chairman: Robert N. Greer

Address: c/o CIBC, 425 Lexington Avenue

New York, New York 10017

Director: John F. Enright, Jr.

Address: c/o CIBC, 425 Lexington Avenue

New York, New York 10017

Director: Douglas J. Smith

Address: c/o CIBC, 425 Lexington Avenue

New York, New York 10017

**B. OFFICERS**

President: Robert N. Greer

Address: c/o CIBC, 425 Lexington Avenue

New York, New York 10017

Vice President: Douglas J. Smith

Address: c/o CIBC, 425 Lexington Avenue

New York, New York 10017

Secretary: John F. Enright, Jr.

Address: c/o CIBC, 425 Lexington Avenue

New York, New York 10017

FILED  
95 FEB 12 PM 2:15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

INSERT 12A

Director: Nancy N. Deyirmenjian  
Address: c/o CIBC, 425 Lexington Avenue  
New York, New York 10017

FILED

96 FEB 12 PM 2:15


SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Treasurer: Anthony T. Todaro

Address: c/o GIBC, 425 Lexington Avenue

New York, New York 10017

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. ROBERT N. GREER, President  
(Typed or printed name and capacity of person signing application)

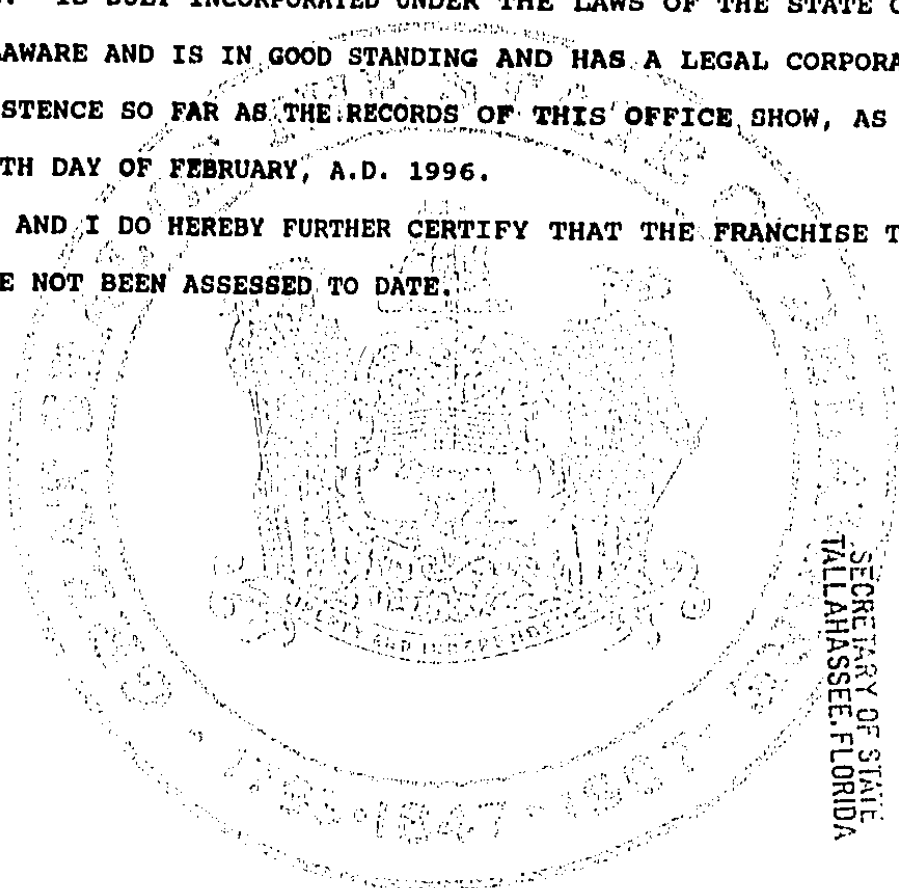
FILED  
96 FEB 12 PM 2:15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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 "SOS PROPERTIES MANAGEMENT COMPANY, 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. 1996.

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



96 FEB 12 PM 2:15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED



*Edward J. Freel*

Edward J. Freel, Secretary of State

2574615 8300

960038765

AUTHENTICATION:

7821901

DATE:

02-09-96