

F96000001824

LAW OFFICES
HONORABLE MILLER SCHWARTZ AND COMPANY
 PARTNERSHIP INCLUDING PROFESSIONAL CORPORATION
 2200 INTERNATIONAL BUILDING
 DETROIT, MICHIGAN 48226-3503
 FAX (313) 962-0170

JANIS K. KUJAN
Legal Assistant

DIRECT DIAL NUMBER
 (313) 268-7833

LAGING, MICHIGAN
 WEST PALM BEACH, FLORIDA
 TAMPA, FLORIDA
 ORLANDO, FLORIDA

April 10, 1996

VIA FEDERAL EXPRESS

Florida Secretary of State
 Corporation Division
 409 East Gaines Street
 Tallahassee, Florida 32399
 Attention: Diane Cushing

SECURED
 TALLAH
 FLORIDA
 96 APR 11 PM 7:24
 FILED

Re: Ramco-Gershenson Properties, L.P.
Ramco REIT, Inc.

Dear Ms. Cushing:

900001782589
 04/16/96--01108--017
 ****280.00 ****131.25

Enclosed for filing with your office you will find the following documents:

1. Application by Foreign Limited Partnership for Authorization to Transact Business in Florida.
2. Application by Foreign Corporation for Authorization to Transact Business in Florida.
3. Good Standing Certificate/Certificate of Fact for each of the above entities.
4. Our firm check in the amount of \$280.00 representing the following filing fees

Handwritten signature/initials

| Name | Responsibility |
|-------------------|----------------|
| Document Examiner | FL |
| Updater | FL |
| Updater | FL |
| Acting | FL |
| W. P. Verityer | FL |

| | <u>Limited Partnership</u> | <u>Corporation</u> |
|--|----------------------------|--------------------|
|--|----------------------------|--------------------|

| | | | |
|--------------------------------|----------|----------|--|
| Filing fee | \$52.50 | \$35.00 | |
| Resident Agent Designation Fee | \$35.00 | \$35.00 | |
| Certified copies | \$52.50 | \$52.50 | |
| Good Standing Certificates | \$ 8.75 | \$ 8.75 | |
| | \$148.75 | \$131.25 | |

C. TAX _____
 F. _____
 E. _____
 C. _____
 T. _____
 N. BANK _____
 BALANCE DUE _____
 REFUND _____

HONIGMAN MILLER SCHWARTZ AND COHN

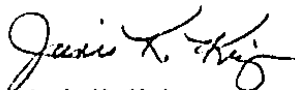
Florida Secretary of State
April 10, 1996
Page 2

Upon filing the enclosed documents, please return to me a file-stamped copy and a certified copy of each of the enclosed documents, as well as a good standing certificate for each in the enclosed Federal Express envelope.

If there is a problem with these documents, please do not return them, but call me at (313)256-7833.

Thank you for your assistance in this matter.

Very truly yours,



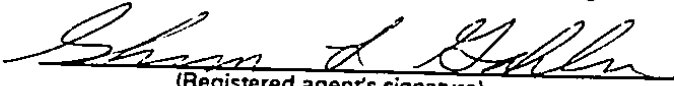
Janis K. Kujan
Legal Assistant

JKK/dll
Enclosures

DET03/108892.1

**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. RAMCO REIT, 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. 38-3212111
(FEI number, if applicable)
4. 12-19-94
(Date of incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. Upon filing
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.))
7. HOMISCO INCORPORATION, INC.
222 Lakeview Avenue
West Palm Beach, FL 33401
(Current mailing address)
8. To be a general partner of a Delaware limited 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: C.T. 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.

(Registered agent's signature)
SHARON L. GALLOWAY-ASST V.P.
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.

FILED
95 APR 11 PM 2:2
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

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

A. **DIRECTORS** SEE EXHIBIT A ATTACHED HERETO

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. **OFFICERS** SEE EXHIBIT A ATTACHED HERETO

President: _____

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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. Bruce Gershenson, Vice President

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

FILED
96 APR 11 PM 2:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EXHIBIT A TO
APPLICATION BY FOREIGN CORPORATION FOR
AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

12. Names and addresses of officers and directors:

A. Directors:

Joel Gershenson
27600 Northwestern Highway, Suite 200
Southfield, MI 48034

Michael A. Ward
27600 Northwestern Highway, Suite 200
Southfield, MI 48034

Richard Gershenson
27600 Northwestern Highway, Suite 200
Southfield, MI 48034

Bruce Gershenson
27600 Northwestern Highway, Suite 200
Southfield, MI 48034

Dennis Gershenson
27600 Northwestern Highway, Suite 200
Southfield, MI 48034

B. Officers:

Joel Gershenson, President
27600 Northwestern Highway, Suite 200
Southfield, MI 48034

Michael A. Ward, Vice President
27600 Northwestern Highway, Suite 200
Southfield, MI 48034

Richard Gershenson, Vice President
27600 Northwestern Highway, Suite 200
Southfield, MI 48034

Bruce Gershenson, Vice President
27600 Northwestern Highway, Suite 200
Southfield, MI 48034

Dennis Gershenson, Vice President, Secretary and Treasurer
27600 Northwestern Highway, Suite 200
Southfield, MI 48034

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96 APR 11 PM 2:24
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 "RAMCO REIT, 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-EIGHTH DAY OF MARCH, A.D. 1996.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

FILED
96 APR 11 PM 2:26
SECRETARY OF STATE
WILMINGHAM, DELAWARE



Edward J. Freel

Edward J. Freel, Secretary of State

2462356 8300

960091274

AUTHENTICATION:

7887324

DATE:

03-28-96

F96000001824

LAW OFFICES

HONIGMAN MILLER SCHWARTZ AND COHN

A PARTNERSHIP INCLUDING PROFESSIONAL CORPORATIONS

2200 FIRST NATIONAL BUILDING
DETROIT, MICHIGAN 48226-3583

FAX (313) 962-0176

JANIS K. KUJAN
Legal Assistant

DIRECT DIAL NUMBER
(313) 266-7833

LANSING, MICHIGAN
WEST PALM BEACH, FLORIDA
TAMPA, FLORIDA

June 17, 1996

Florida Secretary of State
Corporation Division
P.O. Box 6327
Tallahassee, Florida 32314

600001870636
-06/21/96--01021--010
*****35.00 *****35.00

Re: **Ramco Reit, Inc.**

Dear Sir/Madam:

Enclosed for filing with your office you will find the original and one copy of the Application by Foreign Corporation for Withdrawal of Authority to Transact Business or Conduct Affairs in Florida, together with our firm check in the amount of \$35.00 representing your filing fee.

Upon filing the enclosed, please return a file-stamped copy to me in the enclosed, self-addressed envelope.

Please call me if you have questions concerning the enclosed. Thank you for your assistance in this matter.

Very truly yours,

Janis K. Kujan

Janis K. Kujan
Legal Assistant

JKK/dll
Enclosure

DET03/117075.1

FILED
96 JUN 20 AM 11:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Withdrawal
KFJ

6-26-96

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

Ramco Reit, Inc.

(Name of Corporation)

Delaware

(Incorporated Under Laws Of)

FILED
JUN 20 1996
TALLAHASSEE
FLORIDA

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.

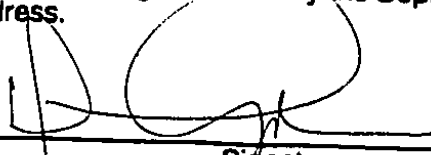
27600 Northwestern Highway, Suite 200

(Mailing Address)

Southfield, Michigan 48034

(City - State - Zip)

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



Signature

6-7-96
Date

Dennis Gershenson

Typed or printed name

Vice President

Title