

F-96000002372

CSC networks
PROFESSIONAL
LEGAL & FINANCIAL SERVICES

1201 BAYS STREET
TALLAHASSEE, FL 32301
904-222-0711
904-222-0711 FAX

000-342-8086

ACCOUNT NO. : 072100000032
REFERENCE : 950324 4323655
AUTHORIZATION : *Patricia Pijet*
COST LIMIT : * 70.00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

95 MAY 13 AM 9:47

FILED

ORDER DATE : May 10, 1996

ORDER TIME : 4:12 PM

ORDER NO. : 950324

600001818216

CUSTOMER NO: 4323655

CUSTOMER: Katherine Russell, Legal Asst
Annis Mitchell Cockey Edwards
P. O. Box 3433

Tampa, FL 33601

FOREIGN FILINGS

NAME: MEZZANINE CAPITAL PROPERTY
INVESTORS, INC.

XXXX QUALIFICATION (TYPE: LP)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Karen B. Rozar

DIVISION OF

96 MAY 13

RECEIVED

File 1st
8-13

**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:**

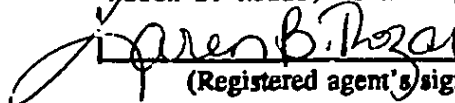
1. MEZZANINE CAPITAL PROPERTY INVESTORS, INC.
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name as presented.)
2. Delaware
(State or country under the law of which it is incorporated)
3. FIN 13-3842094
(FBI number, if applicable)
4. Filed June 16, 1995
(Date of incorporation)
5. Perpetual
(Duration: year corporation will cease to exist or "perpetual")
6. Upon qualification
(Date first transacted business in Florida. (See Sections 607.1501, 607.1502, 817.156, F.S.))
7. One Rockefeller Plaza (24th Floor)
New York, New York 10020
(Current mailing address)
8. All lawful purposes
(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: CORPORATION SERVICE COMPANY
Office Address: 1201 Hays Street
Tallahassee, Florida 32301
(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.

Karen B. Rozar, as its agent


(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.

FILED
66 MAY 13 AM 9:47
TALLAHASSEE FLORIDA
SECRETARY OF STATE

12. Names and address of officers and/or Directors:

A. DIRECTORS

Chairman: Paul E Taylor Jr
Address: 60 Taylor Simpson Group - One Rockefeller Plaza
New York, NY 10020
Vice Chairman: Kenneth H. Simpson
Address: SAME
Director: John C. Beck Jerome Y. Halperin
Address: SAME SAME
Director: Randall A. Hache Myles H. Tannenbaum
Address: SAME
William P. Dickey
SAME

B. OFFICERS

President: Kenneth H. Simpson
Address: 60 Taylor Simpson Group - One Rockefeller Plaza
NY NY 10020
Vice President: Paul E. Taylor III
Address: SAME
Secretary: Marguerite T. Mitchell
Address: SAME
Treasurer: Joseph S. Sambuco
Address: SAME

NOTE: If necessary, you may attach an Addendum to the Application listing the additional officers and/or Directors.

13.

[Signature]
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the Application)

14.

PAUL E. TAYLOR III Vice President
(Typed or printed name and capacity of person signing Application)

1088-352-0539407.01

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 "MEZZANINE CAPITAL PROPERTY INVESTORS, 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 SEVENTH DAY OF MAY, A.D. 1996.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

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

FILED
96 MAY 13 AM 9:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Edward J. Freel

Edward J. Freel, Secretary of State

2498343 8300

960132048

AUTHENTICATION:

DATE:

7936077

05-07-96