

TRANSMITTAL LETTER
F96000002485

TO: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: Southeast Residential Corp.
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Ariadne A. Bender, Esq.

Affirmative Equities Company, L.P.

120 Wooster Street 6th Floor

New York, NY 10012

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-05/16/96-01104-001
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Should you need to call someone concerning this matter, please call:

ARIADNE A. BENDER at (212) 925-9600

COURIER ADDRESS:

Qualification/Tax Lien Sec.
Division of Corporations
409 E. Gaines Street,
Tallahassee, Florida 32399

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P.O. Box 6327,
Tallahassee, Florida 32314

96 MAY 16 PM 4:23
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SECRETARY OF STATE
DIVISION OF CORPORATIONS

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION
TO 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. Southeast Residential Corp.
Name of corporation must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language so 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. _____
(FBI number, if applicable)
4. July 7, 1995
(Date of Incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. July 11, 1995 (as general partner, executed contract to purchase real property)
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, and 617.155, F.S.))
7. 120 Wooster Street 6th Floor New York, NY 10012
(Current mailing address)
8. Act as general partner in limited partnerships formed to own real estate
(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: (P.O. Box or Mail Drop Box NOT acceptable)**

Name: Paul C. Jubelt

Office Address: c/o Affirmative Management, Inc.

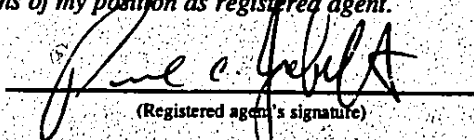
5850 T. G. Lee Blvd. Ste. 650 Orlando, FL

32822

(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)

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.

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12. Names and addresses of officers and/or directors: (Street address **ONLY** - P.O. Box **NOT** acceptable)

A. DIRECTORS (Street address only - P.O. Box **NOT** acceptable)

Chairman: Andrew D. Jubelt

Address: 120 Wooster Street 6th Floor New York, New York 10012

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS (Street address only - P.O. Box **NOT** acceptable)

President: Andrew D. Jubelt

Address: 120 Wooster Street 6th Floor New York, New York 10012

Vice President: _____

Address: _____

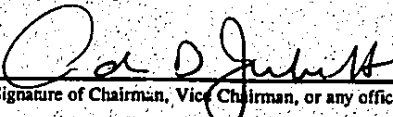
Secretary: Ariadne A. Bender

Address: 120 Wooster Street 6th Floor New York, New York 10012

Treasurer: John Harvatin

Address: 120 Wooster Street 6th Floor New York, New York 10012

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

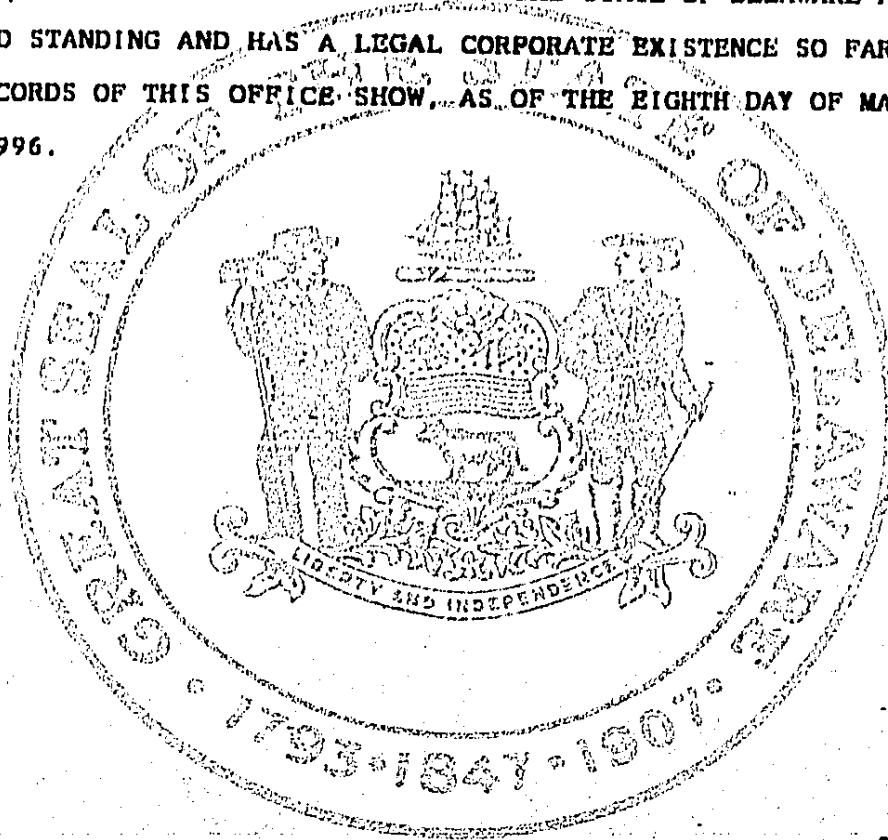
13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Andrew D. Jubelt, President and Sole Director
(Typed or printed name and capacity of person signing application)

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Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SOUTHEAST RESIDENTIAL CORP." 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 EIGHTH DAY OF MAY, A.D. 1996.



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SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 MAY 16 PM 1:23



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION: 7938003

DATE: 05-08-96