

F96000003246

1201 HAYS STREET  
TALLAHASSEE, FL 32302-5607  
904-22-0391

800-342-8086



PREMIER HALL  
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 983984 138817A

AUTHORIZATION : *Patricia Pizzuto*

COST LIMIT : \$ 70.00

ORDER DATE : June 11, 1996

ORDER TIME : 11:04 AM

ORDER NO. : 983984

*w96-12666*

CUSTOMER NO: 138817A

CUSTOMER: Sheila O'sullivan, Legal Asst  
Richard Spears Kibbe & Orbe  
57th Floor  
1 Chase Manhattan Plaza  
New York, NY 10005

700001061457

FOREIGN FILINGS

NAME: QUAIL PLAZA, INC.

*sent resolution  
printout*

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
95 JUN 13 PM 1:55  
RECEIVED  
95 JUN 13 PM 12:41  
DIVISION OF CORPORATION

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jennifer Moran



66 JUN 25 PM 4:12

FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

June 13, 1996

CSC NETWORKS

SUBJECT: QUAIL PLAZA, INC.  
Ref. Number: W96000012666

**RESUBMIT**

Please give original submission date as file date.

*Please give to Lee Rivers - Please file when reservation expires for 6/25/96. Thanks. Jenny Moran*

We have received your document(s) in this office, however, the document is being returned for the following:

✓ The name you are requesting is unavailable, since it has been reserved by another individual. In order to use the name you must obtain their release. When the document is resubmitted, please return a copy of this letter to ensure proper handling.

If you have any questions about the availability of a particular corporate name please call (904) 488-9000.

✓ Please list the Federal Employer Identification number in the appropriate section of the application. If applied for, enter "applied for", or if not applicable, enter "N/A".

✓ The registered agent must sign accepting the designation.

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) 487-6958.

Lee Rivers  
Document Examiner

Letter Number: 896A00029549

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**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. Quail Plaza, 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. 22 February 1996  
(Date of incorporation)
5. Perpetual  
(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 817.155, F.S.)
7. 4500 Executive Drive; Suite 110  
Naples, Florida 33999  
(Current mailing address)
8. Investment management & development, & related activities  
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

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**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.*

By: Karen B. Rozar  
(Registered agent's signature)  
Karen B. Rozar, As Agent

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: Thomas G. Brown  
Address: One Liberty Plaza; 52nd Floor  
New York, NY 10006

Vice Chairman: Kevin Walker  
Address: One Liberty Plaza; 52nd Floor  
New York, NY 10006

Director: \_\_\_\_\_  
Address: \_\_\_\_\_

Director: \_\_\_\_\_  
Address: \_\_\_\_\_

B. OFFICERS

President: Thomas G. Brown  
Address: One Liberty Plaza; 52nd Floor  
New York, NY 10006

Vice President: Kevin Walker  
Address: One Liberty Plaza; 52nd Floor  
New York, NY 10006

Secretary: Jeffrey A. Piipponen  
Address: 4500 Executive Drive; Suite 110  
Naples, FL 33999

Treasurer: Thomas G. Brown  
Address: One Liberty Plaza; 52nd Floor  
New York, NY 10006

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

13. Jeffrey A. Piipponen  
(Typed or printed name, title, and capacity of person signing application)

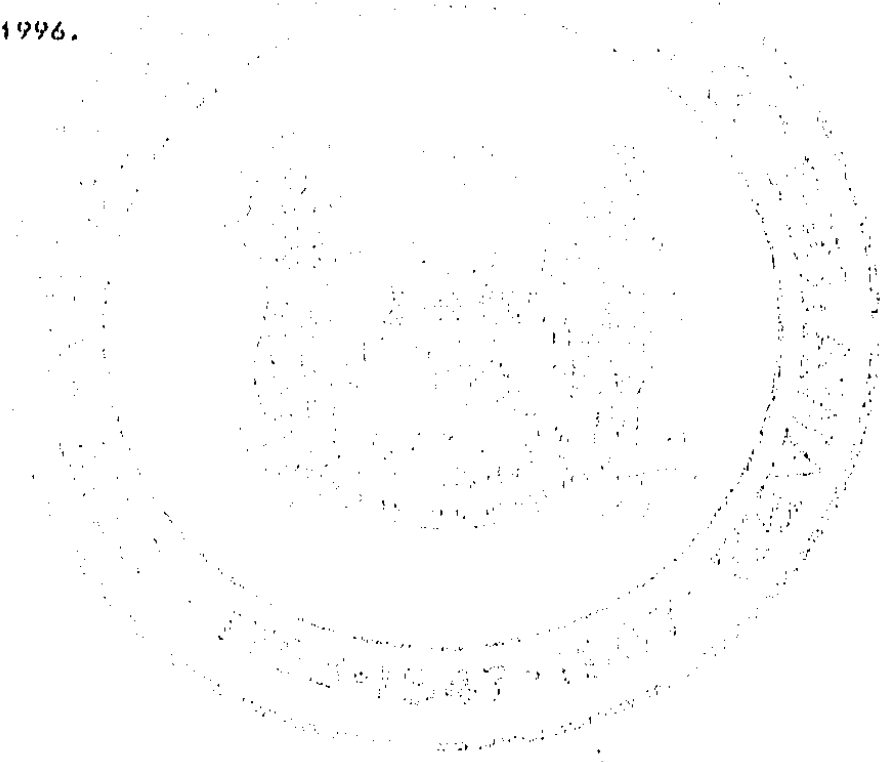
14. Jeffrey A. Piipponen, Secretary  
(Typed or printed name and capacity of person signing application)

State of Delaware  
*Office of the Secretary of State*

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "QUAIL PLAZA, 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 ELEVENTH DAY OF JUNE, A.D. 1996.



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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 JUN 13 PM 1:55



*Edward J. Freel*

Edward J. Freel, Secretary of State

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AUTHENTICATION: 7981523

DATE: 06-11-96