

F96000003424

TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: Twenty-First Apollo Corp.

(Name of corporation - must include suffix)

200001862912

-06/17/96--D1014--002

****131.25 ****131.25

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:

Michael B. Treacy, Esq.

(Name of Person)

RB Management Corp.

(Firm/Company)

810 Seventh Avenue, 28th Floor

(Address)

New York, NY 10019

(City/State/Zip)

W96-12934

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Should you need to call someone concerning this matter, please call:

Michael B. Treacy, Esq.

(Name of Person)

at (212) 265-6600

(Area Code & Daytime Telephone Number)

Corporation GP in Temple Terrace Associates L.P.

COURIER ADDRESS:

Qualification/Tax Lien Sec.
Division of Corporations
409 E. Gaines St
Tallahassee, FL 32399

MAILING ADDRESS:

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



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

June 18, 1996

MICHAEL D. TREACY, ESQ.
RD MANAGEMENT CORP.
810 7TH AVE., 28TH FLOOR
NEW YORK, NY 10019

SUBJECT: TWENTY-FIRST AP#11 CORP.
Ref. Number: W96000012934

We have received your document for TWENTY-FIRST AP#11 CORP. and your check(s) totaling \$131.25. However, the document has not been filed and is being retained in this office for the following:

A certificate of existence, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

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) 487-6093.

Freta Lott
Corporate Specialist Supervisor

Letter Number: 096A00030194

R D MANAGEMENT CORP.

810 SEVENTH AVENUE, 20TH FLOOR • NEW YORK, NEW YORK 10010 • (212) 265-0000
FAX (212) 489-0133 • E-MAIL: 76135.3707@COMPUSEVERE.COM

VIA PRIORITY MAIL

July 1, 1996

Ms. Freta Lott
Corporate Specialist Supervisor
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Twenty-First AP#11 Corp.
Your Ref. # W96000012934
Our File FE-218

Dear Ms. Lott:

Pursuant to your request, enclosed please find an original Certificate of Corporate Existence for the above referenced corporation.

Thank you for your prompt attention to this matter.

Very truly yours,



Lisa B. Gartenberg, Esq.
Associate Counsel

LBG/hs
Enclosure
cc: Michael D. Treacy, Esq.

Lan\Lott0701

**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. Twenty-First AP/11 Corp.
(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. Nevada
(State or country under the law of which it is incorporated)
3. 13-3270947
(FEI number, if applicable)
4. January 31, 1985
(Date of Incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. March 18, 1994
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.154))
7. 810 Seventh Avenue, 28th Floor
New York, NY 10019
(Current mailing address)
8. To operate, maintain, manage, renovate, lease, mortgage, sell
transfer and convey 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: (P.O. Box or Mail Drop Box NOT acceptable)**

Name: Stanley L. Murray

Office Address: 8260 S.W. 87th Terrace
Miami, Florida, 33143
(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.

Stanley L. Murray
(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: None

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: Jay Furman

Address: R D Management Corp.

810 Seventh Avenue, 28th Floor, New York, NY 10019

Secretary/Vice President: Mary Ann Savarese

Address: R D Management Corp.

810 Seventh Avenue, 28th Floor, New York, NY 10019

V.P./ Secretary: Richard Birdoff

Address: R D Management Corp.

810 Seventh Avenue, 28th Floor, New York, NY 10019

Treasurer: _____

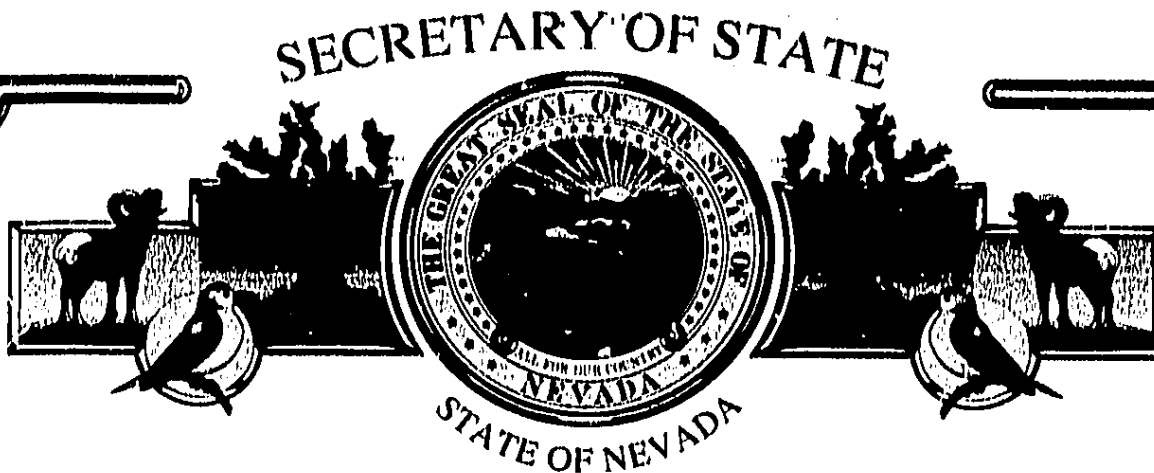
Address: _____

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

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

14. Mary Ann Savarese, Vice President/Secretary
(Typed or printed name and capacity of person signing application)

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TALLAHASSEE, FLORIDA



**CERTIFICATE OF CORPORATE EXISTENCE
(EXCLUDING AMENDMENTS)**

I, DEAN HELLER, the duly elected and qualified Nevada Secretary of State, do hereby certify that I am, by the laws of said State, the custodian of the records relating to corporations organized under the laws thereof; and am the proper officer to execute this certificate.

I further certify that, at the date of this certificate, **TWENTY-FIRST AP #11 CORP.** is a corporation duly organized and existing under and by virtue of the laws of the State of Nevada, and is in good standing in this State.



IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office, in Carson City, Nevada, on April 10, 1996.

Dean Heller

Secretary of State

By

G. Muscarella
Certification Clerk

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TALLAHASSEE, FLORIDA