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CT CORPORATION SYSTEM

DIVISION OF CORPORATION

660 EAST JEFFERSON STREET

Requestor's Name
TALLAHASSEE, FL 32301

Address
222-1092

City State Zip Phone

CORPORATION(S) NAME

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*****70.00 *****70.00

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DIVISION OF CORPORATIONS

MS Atlantic Partners, Inc.

- ☐ Profit ☐ Amendment ☐ Merger
☐ NonProfit ☐ Dissolution/Withdrawal ☐ Mark
☐ Limited Liability Co.
☐ Foreign ☐ Annual Report ☐ Other
☐ Limited Partnership ☐ Reservation ☐ Change of R.A.
☐ Reinstatement ☐ Fictitious Name Filing
☐ Certified Copy ☐ Photo Copies ☐ CUS
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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. MS Atlantic Partners, 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. November 14, 1994
(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 817.156, F.S.))
7. c/o Morgan Stanley Real Estate Fund, Inc.
1585 Broadway, 37th floor, New York, New York 10036

(Current mailing address)
8. See attached purpose clause
(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: c/o C T Corporation System, 1200 South Pine
Plantation, Florida, 33324
(Zip Code)

10. Registered agent 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 obligation of my position as registered agent.

C T Corporation System

Connie Bryan
(Registered agent's signature) (Officer)
JUNNIE BRYAN
SPECIAL ASSISTANT SECRETARY
(Type Name and Title of Officer)

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: James M. Allwin

Address: 1585 Broadway, 37th floor

New York, New York 10036

Vice Chairman: Ronald R. Roessler

Address: 1585 Broadway, 37th floor

New York, New York 10036

Director: William M. Lewis, Jr.

Address: 1585 Broadway, 37th floor

New York, New York 10036

Director: _____

Address: _____

B. OFFICERS

President: See attached list of officers

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

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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)

RONALD R. ROESSLER
VICE PRESIDENT

14. _____

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

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Appendix to Florida
Application by Fgn. Corp. for Authorization to Transact Business in Florida

**Purpose Clause of
MS Atlantic Partners, Inc.**

General Partner of the Limited Partnership owning mortgage loans and real estate and any lawful activity including investments in real estate and mortgage loans and activities incidental thereto.

Appendix to Florida
Application by Fgn. Corp. for Authorization to Transact Business in Florida

**Officers of
MS Atlantic Partners, Inc.**

1. James M. Allwin, Chairman of the Board
1585 Broadway, 37th floor
New York, New York 10036
2. Ronald R. Roessler, Vice President and Secretary
1585 Broadway, 37th floor
New York, New York 10036
3. William M. Lewis, Jr., President and Chief Executive Officer
1585 Broadway, 37th floor
New York, New York 10036
4. Geoffrey M. Donoghue, Vice President
1585 Broadway, 37th floor
New York, New York 10036
5. Michael E. Foster, Vice President
1585 Broadway, 37th floor
New York, New York 10036
6. Michael A. Happel, Vice President
1585 Broadway, 37th floor
New York, New York 10036
7. C. William Hosler, Vice President
1585 Broadway, 37th floor
New York, New York 10036
8. Christian B. Malone, Vice President
1585 Broadway, 37th floor
New York, New York 10036
9. George M. Pillepich, Treasurer
1585 Broadway, 37th floor
New York, New York 10036
10. JoAnn M. Rossi, Assistant Secretary
1585 Broadway, 37th floor
New York, New York 10036
11. Tami L. Rabinowitz, Assistant Treasurer
1585 Broadway, 37th floor
New York, New York 10036

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 "MS ATLANTIC PARTNERS, 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-SIXTH DAY OF AUGUST, 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.

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Edward J. Freel, Secretary of State

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AUTHENTICATION:

DATE:

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08-26-96