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CR2E031 (1-89)

. APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION 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 3. AppliedFor
	(State or country under the law of which it is incorporated) (FEI number, If applicable)
4.	November 14, 1994 (Date of incorporation) 5. Perpetual (Duration: Year corp. will cease to exist or "perpetual"); (Duration: Year corp. will cease to exist
e	Upon Qualification (Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.156, F.S.))
U.	(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)
H de fu	O. Registered agent acceptance: aving been named as registered agent and to accept service of process for the above stated corporation at the place esignated in this application. I hereby accept the appointment as registered agent and agree to act in this capacity. I writher 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. Componation System (Registered agent's signature) (Officer) JUNIE BRYAN SPECIAL ASSISTANT SECRETARY (Type Name and Title of Officer)

(FL - 2189 - 11/16/94)

- 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: Jamos M. Allwin				
	Address: 1585 Broadway, 37th floor				
	New York, New York 10036				
	Vice Chairman: Ronald R. Roenster				
	Address: 1585 Broadway, 37th floor				
	New York, New York 10036				
	Director: William M. Lewis, Jr.				
	Address: 1585 Broadway, 37th floor	96 NUG 27			
	New York, New York 19936	7 2			
	Director:				
	Address:				
B.	OFFICERS				
	President: See attached list of officers				
	Address:				
	Vice President:				
	Address:				
	Secretary:				
	Address:				

Treasure	r:
Address:	
and/or directors.	you may attach an addendum to the application listing additional officers
13. (Signature of Chairi application)	man, Vice Chairman, or any officer listed in number 12 of the RONALD R. ROESSLER. VICE PRESIDENT
(Typed or printed n	ame 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.

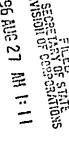
- James M. Allwin, Chairman of the Board 1585 Broadway, 37th floor New York, New York 10036
- Ronald R. Roossler, Vice President and Secretary 1585 Broadway, 37th floor New York, New York 10036
- William M. Lowis, Jr., President and Chief Executive Officer 1585 Broadway, 37th floor New York, New York 10036
- Geoffrey M. Donoghue, Vice President 1585 Broadway, 37th floor New York, New York 10036
- Michael E. Foster, Vice President 1585 Broadway, 37th floor New York, New York 10036
- Michael A. Happel, Vice President 1585 Broadway, 37th floor New York, New York 10036
- C. William Hosler, Vice President 1585 Broadway, 37th floor New York, New York 10036
- Christian B. Malone, Vice President 1585 Broadway, 37th floor New York, New York 10036
- 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

Office of the Secretary of State

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.





Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE:

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