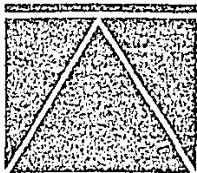


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F9600000 4514



April 8, 1997

**FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATION**

P.O. Box 6327
Tallahassee, Florida 32314
Attn: Ms. Lyn Turley

RE: Subject: Tobishima Associates, Limited
Ref. Number : F96000004514

Dear Ms. Turley:

In regards to the above referenced matter, enclosed herewith is a copy of our Application for Authorization to Transact or Conduct Business in the State of Florida.

If you should have any questions, please do not hesitate to contact me directly @ Tobishima Associates, Ltd. - 212-626-7600.

Sincerely,

Irene Bianco
Project Manager

esc-fl.

Tobishima Associates Ltd.

1140 Avenue of the Americas
New York, NY 10036
Tel: 212/626-7600
Fax: 212/626-7614



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

Received 8/19/96

August 16, 1996

CSC-DANIEL LEGGETT

Qualification documents for TOBISHIMA ASSOCIATES LTD., INCORPORATED were filed on August 14, 1996 and assigned document number F96000004194. Please refer to this number whenever corresponding with this office.

Your corporation is now qualified and authorized to transact business in Florida as of the file date.

A corporation annual report will be due this office between January 1 and May 1 of the year following the calendar year of the file date. A Federal Employer Identification (FEI) number will be required before this report can be filed. If you do not already have an FEI number, please apply NOW with the Internal Revenue by calling 1-800-829-3676 and requesting form SS-4.

Please be aware if the corporate address changes, it is the responsibility of the corporation to notify this office.

Should you have any questions regarding this matter, please telephone (904) 487-6091, the Foreign Qualification/Tax Lien Section.

Hart Collins
Senior Corporate Section Administrator
Division of Corporations

Letter Number: 396A00039128

Account number: 072100000032

Account charged: 1070.00

**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. TOBISHIMA ASSOCIATES LTD., INCORPORATED
(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. 13-3628091
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. September 30, 1991 5. Perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. September 30, 1991
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
7. 1140 Avenue of the Americas 21st Floor
New York, NY 10036
(Current mailing address)
8. Real Estate Development
(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 acceptable)
Name: Corporation Service Company
Office Address: 1201 Hays Street, Suite 105
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.
Corporation Service Company
By: Vicki Schreiber
(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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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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DIVISION OF CORPORATIONS
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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: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Toshikazu Kanematsu

Address: 1140 Avenue of the Americas 21st Floor

New York, NY 10036

Director: Yoshiharu Ishizaki

Address: 1140 Avenue of the Americas 21st Floor

New York, NY 10036

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

President: Toshikazu Kanematsu

Address: 1140 Avenue of the Americas 21st Floor

New York, NY 10036

Vice President: _____

Address: _____

Secretary: Yoshiharu Ishizaki

Address: 1140 Avenue of the Americas 21st Floor


New York, NY 10036

Treasurer: Takashi Shigemori

Address: 1140 Avenue of the Americas 21st Floor

New York, NY 10036

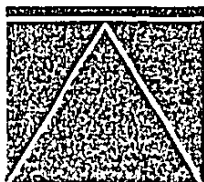
NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

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

14. Toshikazu Kanematsu President
(Typed or printed name and capacity of person signing application)

TA

ADDENDUM



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

Director: Takashi Shigemori

Address: 1140 Avenue of the Americas 21st Floor
New York, NY 10036

Tobishima Associates Ltd.

1140 Avenue of the Americas
New York, NY 10036
Tel: 212/626-7600
Fax: 212/626-7614

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 "TOBISHIMA ASSOCIATES LTD." 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 TWELFTH DAY OF AUGUST, A.D. 1996.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 AUG 14 AM 11:21



Edward J. Freel

Edward J. Freel, Secretary of State

2273029 8300

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AUTHENTICATION: 8063819

DATE: 08-12-96