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PSO **new** **as**
PROFESSIONAL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032
REFERENCE : 097719 4300087
AUTHORIZATION : *Patricia Pyatt*
COST LIMIT : \$ 70.00

ORDER DATE : September 25, 1996

ORDER TIME : 10:37 AM

ORDER NO. : 097719

100001959771

CUSTOMER NO: 4300087

CUSTOMER: Frann Katz, Legal Assistant
Bachner Tally Polevoy & Misher
380 Madison Avenue

New York, NY 100172590

W96-20607

FOREIGN FILINGS

NAME: TGM TIMBERLAKE INC.

XXXX QUALIFICATION (TYPE: NP)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Danny G. Smith

W
10/3

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 SEP 30 PM 12:00

RECEIVED
96 SEP 30 AM 11:33
DIVISION OF CORPORATION



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

September 30, 1996

CSC NETWORKS
DANNY G. SMITH

SUBJECT: TGM TIMBERLAKE INC.
Ref. Number: W96000020607

RESUBMIT

Please give original
submission date as file date.

We have received your document(s) in this office, however, the document is being returned 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: 096A00044724

RECEIVED
96 OCT -3 AM 11:00
DIVISION OF CORPORATIONS

NON-PROFIT CORPORATION

**APPLICATION BY FOREIGN NOT FOR PROFIT CORPORATION FOR
AUTHORIZATION TO CONDUCT ITS AFFAIRS IN FLORIDA**

**IN COMPLIANCE WITH SECTION 617.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN NOT FOR PROFIT CORPORATION FOR
AUTHORIZATION TO CONDUCT ITS AFFAIRS IN THE STATE OF FLORIDA:**

1. TGM Timberlake Inc.
(Name of corporation; must include the word "INCORPORATED" or "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. "Company" or "Co." may not be used as a corporate suffix by a nonprofit corporation.)
2. Delaware
(State or country under the law of which it is incorporated)
3. _____
(FEI number, if applicable)
4. 9/16/96
(Date of Incorporation)
5. perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. upon receipt of this application
(Date corporation first conducted Affairs in Florida - See sections 617.1501, 617.1502, and 617.155, F.S.)
7. c/o TGM Associates L.P.
650 Fifth Avenue, 28th Floor New York, NY 10019
(Current mailing address)
8. *SEE ATTACHED ADDENDUM A
(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:

Corporation Service Company
(Name)

1201 Hays Street - Suite 105
(Office address)

Tallahassee, Florida, 32301
(City) (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: Deborah D. Skipper Deborah D. Skipper, as Agent
(Registered agent's signature)

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 SEP 30 PM 2:00

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

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

Chairman: Thomas Gochberg, Solo Director*

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: *SEE ATTACHED ADDENDUM B

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

TGM TIMBERLAKE INC.

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

Thomas Gochberg, President

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

ADDENDUM A
ATTACHMENT TO APPLICATION FOR AUTHORITY

for

TGM TIMBERLAKE INC.

("Applicant Corporation")

In the State of Florida

as a non-profit corporation

(Description of Business Conducted)

*** * * * ***

Applicant Corporation is exempt from Federal income taxation under Internal Revenue Code ("Code") Section 501(c)(25) as a qualified subsidiary of a real estate title-holding corporation, also exempt under Code Section 501(c)(25), whose sole purpose is, directly or through subsidiaries such as Applicant Corporation, to acquire, hold title to, collect and distribute income from real property to its sole shareholder, a governmental public employees retirement system of the State of Ohio, exempt from Federal income taxation under Internal Revenue Code Sections 401 and 501. Applicant Corporation remits all of its income to its parent for such purpose.

Applicant Corporation will apply for a determination of tax-exempt status in the State of Florida.

Applicant is making this application as a non-profit corporation.

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ADDENDUM B
ADDENDUM

Thomas Gochberg	President and Assistant Secretary
Steven C. Macy	Executive Vice President and Assistant Secretary
Paul V. Meichelbeck	Senior Vice President and Treasurer
Robert J. Steves	Senior Vice President
Brian Rutter	Vice President and Assistant Secretary
Joyce Rothblum	Vice President
Diana Hein	Secretary

* - The address for all officers and directors: c/o TGM Associates L.P., 650 Fifth Avenue, 28th Floor, New York, New York 10019

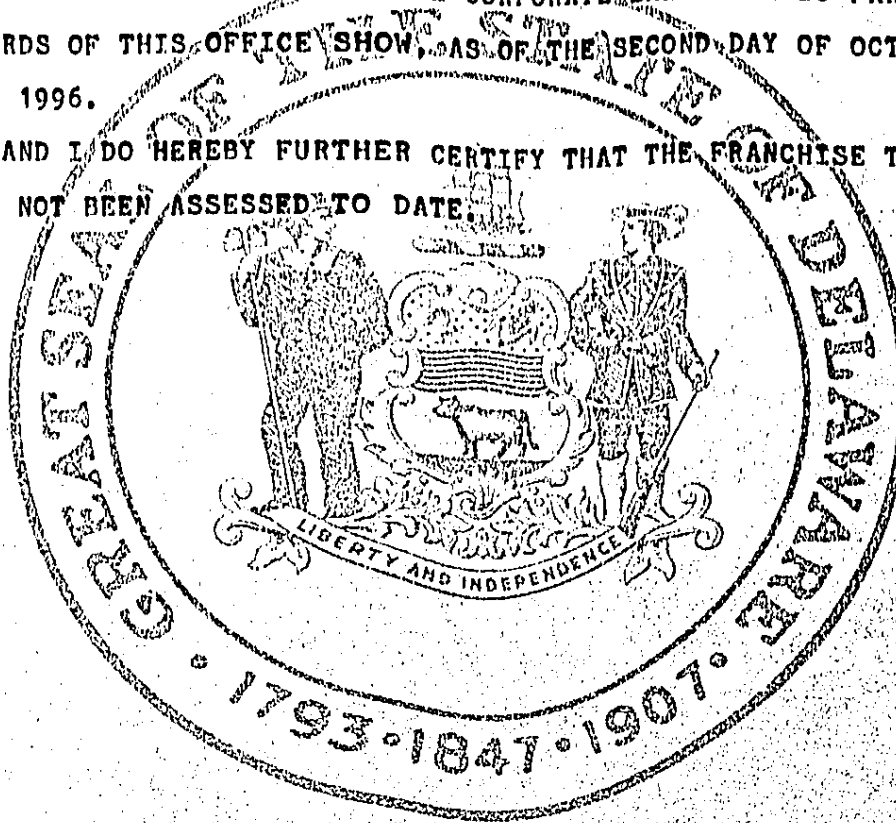
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State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "TQM TIMBERLAKE 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 SECOND DAY OF OCTOBER, A.D. 1996.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 SEP 30 PM 12:00



Edward J. Freel

Edward J. Freel, Secretary of State

2563425 8300

960286772

AUTHENTICATION: 8130385

DATE: 10-02-96