F96000005383

Document Number Only

C T CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, Florida 32301

City State Zip Phone

904-222-1092

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

CORPORATION(S) NAME

New Valley Corporation

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(X) Profit
() NonProfit
() Limited Liability Company
(X) Foreign
() Limited Partnership
() Reinstatement
() Certified Copy
() Call When Ready
(●) Walk In
() Mail Out

() Amendment
() Dissolution/Withdrawal
() Annual Report
() Reservation
() Photo Copies
() Call if Problem
() Will Wait

() Merger
() Mark
() Other
() Change of R.A.
() Fictitious Name
() CUS / G/S
() After 4:30
(●) Pick Up

mth

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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. New Valley Corporation
(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. 13-5482050
(FEI number, if applicable)

4. May 20, 1996
(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 817.155, F.S.))

7. 100 SE Second St., 32nd Floor, Miami, Florida 33131
(Current mailing address)

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8. ownership and management of commercial real estate
(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 Island Road

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

Tanya M. Villar

(Registered agent's signature) (Officer)

TANYA M. VILLAR
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: Bennett S. LeBow

Address: 100 SE Second St., 32nd Floor

Miami, Florida 33131

Vice Chairman: ______

Address: ______

______

Director: See attached list of directors

Address: ______

______

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)

14. Richard J. Lampen, Vice President
(Typed or printed name and capacity of person signing application)

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

Directors of
New Valley Corporation

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1. Bennett S. LeBow
   100 SE Second St., 32nd Floor
   Miami, Florida 33131

2. Howard M. Lorber
   100 SE Second St., 32nd Floor
   Miami, Florida 33131

3. Richard J. Lampen
   100 SE Second St., 32nd Floor
   Miami, Florida 33131

4. Richard S. Ressler
   100 SE Second St., 32nd Floor
   Miami, Florida 33131

5. Ronald J. Kramer
   100 SE Second St., 32nd Floor
   Miami, Florida 33131

6. Paul L. McDermott
   100 SE Second St., 32nd Floor
   Miami, Florida 33131

7. Barry W. Ridings
   100 SE Second St., 32nd Floor
   Miami, Florida 33131

8. Arnold I. Burns
   100 SE Second St., 32nd Floor
   Miami, Florida 33131

9. Henry C. Beinstein
   100 SE Second St., 32nd Floor
   Miami, Florida 33131

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

Officers of New Valley Corporation

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1. Bennett S. LeBow, CEO
   100 SE Second St., 32nd Floor
   Miami, Florida 33131

2. Howard M. Lorber, President & COO
   100 SE Second St., 32nd Floor
   Miami, Florida 33131

3. Richard J. Lampen, Exec.VP & Gen. Csl.
   100 SE Second St., 32nd Floor
   Miami, Florida 33131

4. Richard M. Lundgren, VP/Treas/CFO
   100 SE Second St., 32nd Floor
   Miami, Florida 33131

5. Marc N. Bell, Secretary
   100 SE Second St., 32nd Floor
   Miami, Florida 33131

6. Andrew E. Balog, Assistant Secretary
   100 SE Second St., 32nd Floor
   Miami, Florida 33131

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State of Delaware **PAGE 1**

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "NEW VALLEY CORPORATION" 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 TENTH DAY OF OCTOBER, A.D. 1996.

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

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Edward J. Freel, Secretary of State

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AUTHENTICATION: 8142065

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DATE: 10-10-96